

EXHIBIT 1

**MEDICARE PART B
BENEFICIARIES
PUBLICATION NOTICE**

Legal Notice

**If You Are a Medicare Part B Beneficiary
or Heir of a Beneficiary Who Made, or is Obligated to
Make a Co-Payment Through Medicare Part B For
Any of the Drugs Listed Below,**

A Class Action Lawsuit May Affect Your Rights.

There is a class action lawsuit pending in the U.S. District Court for the District of Massachusetts. The name of the lawsuit is *In re: Pharmaceutical Industry Average Wholesale Price Litigation*, Docket No. 01-CV-12257-PBS.

The lawsuit claims that certain drug companies intentionally reported false and inflated average wholesale prices ("AWP") for certain types of outpatient drugs. The reported AWP's are used to set prescription drug prices that are paid by Medicare and consumers making Medicare Part B co-payments. The lawsuit asks the Court to award money damages to people who made Medicare Part B co-payments for the drugs. Defendants deny that they are responsible for any of the claims in the lawsuit. A series of trials will determine the claims in this lawsuit. The first trial will begin Month Date, 2006.

What Drugs are Covered by the Litigation?

Certain dosages of the following Covered Drugs made by the Defendants AstraZeneca, Bristol-Myers Squibb Group and Johnson & Johnson Group are covered: **Blenoxane, Cytosan, Etopophos, Paraplatin, Procrit, Remicade, Rubex, Taxol, VePesid and Zoladex**. These are referred to in this notice as the "Covered Drugs." For a complete list of the dosages by drug visit the Web site or call or write as indicated below for a detailed Notice.

What do the Defendants say about the lawsuit?

The Defendants say they didn't do anything wrong. Defendants deny that they are responsible for any of the claims made in the lawsuit and will vigorously defend against these claims. They also say that the lawsuits and any damages are prohibited under the law and that even if the alleged conduct is proven by Plaintiffs it does not violate the law.

Am I Involved in the Litigation?

You are a member of the Class if you made a co-payment under Medicare Part B from January 1, 1991 to January 1, 2005 or have an obligation to make such a co-payment for a Covered Drug. You are not included in the Class if you were a resident of Alabama, Alaska, Georgia, Iowa, Kentucky, Louisiana, Mississippi, Montana or Virginia at the time you made the Medicare Part B co-payment. You are also excluded from this Class if you made flat co-payments (a co-payment that does not differ with the cost of the drug), or you were reimbursed for co-payments or have the right to be reimbursed.

What Are My Rights as a Member of the Class?

- **If you wish to remain a member of the Class**, you don't need to do anything at this time. If you don't exclude yourself, as a member of the Class you'll be bound by whatever happens in the lawsuit, and you won't be able to sue the Defendants on your own about the claims in the lawsuit. Court-appointed Counsel will represent all members of the Class and will ask the Court to pay their fees and expenses out of any recovery they achieve for the Class. You may also hire your own attorney at your own cost to speak or appear on your behalf.
- **If you do not wish to participate in the Class**, you must mail a personally signed, written request to be excluded to the address below. You may also request to be excluded from the lawsuit against one or more Defendants and remain in the litigation against the other Defendants. The request must be postmarked by **Month Date, 2006**. If you exclude yourself from the Class, you can't participate in any recovery for the Class, if there is one, but you do keep the right to sue the Defendants on your own.

**For a Detailed Notice and Further Information
on the Covered Drugs and AWP Litigation**

**Call toll-free: 1 XXX-XXX-XXXX or Visit: www.AWPlitigation.net
Or Write: AWP Class Action Litigation, P.O. Box XXX, City, State 00000**

EXHIBIT 2

TPP PUBLICATION NOTICE

Legal Notice

If You Are a Third-Party Payor Based In or With Beneficiaries In Massachusetts and You Made Reimbursements For Any of the Drugs Listed Below,

A Class Action Lawsuit May Affect Your Rights.

There is a class action lawsuit pending in the U.S. District Court for the District of Massachusetts. The name of the lawsuit is *In re: Pharmaceutical Industry Average Wholesale Price Litigation*, Docket No. 01-CV-12257-PBS.

The lawsuit claims that certain drug companies intentionally reported false and inflated average wholesale prices ("AWP") for certain types of outpatient drugs. The reported AWP's may be used to set prescription drug prices that are paid by insurers and other Third Party Payors ("TPPs"). The lawsuit asks the Court to award money damages to some TPPs who made reimbursements for the drugs. Defendants deny that they are responsible for any of the claims in the lawsuit. A series of trials will determine the claims in this lawsuit. The first trial will begin Month Date, 2006.

What Drugs are Covered by the Litigation?

Certain dosages of the following Covered Drugs made by the Defendants AstraZeneca, Bristol-Myers Squibb Group, Johnson & Johnson Group and Schering Plough Group are covered: **Albuterol, Blenoxane, Cytosan, Etopophos, Intron A, Paraplatin, Perphenazine, Procrit, Proventil, Remicade, Rubex, Taxol, Temodar, VePesid and Zoladex**. These are referred to in this Notice as the "Covered Drugs." For a complete list of the dosages by drug visit the Web site or call or write as indicated below for a detailed Notice.

What do the Defendants say about the Litigation?

The Defendants say they didn't do anything wrong. Defendants deny that they are responsible for any of the claims made in the lawsuit and will vigorously defend against these claims. They also say that the lawsuit and any damages are prohibited under the law and that even if the alleged conduct is proven by Plaintiffs it does not violate the law.

Which TPPs Are Involved in the Litigation?

The Court has ruled that there are two different Classes

for TPPs who reimbursed for Covered Drugs: a MediGap TPP Class and a Massachusetts Class. A TPP could be a member of one or both Classes.

- A TPP is a member of the MediGap TPP Class if it made reimbursements for all or part of its insured's 20% co-payment under Medicare Part B for Covered Drugs anytime between January 1, 1991 and January 1, 2005, **or**
- A TPP is a member of the Massachusetts Class if it reimbursed for Covered Drugs outside of Medicare Part B based on a contract that uses AWP as a reimbursement benchmark anytime between January 1, 1991 and June 1, 2006.

In order to be a member of either the MediGap TPP Class or the Massachusetts Class, the reimbursements must have been for a beneficiary in Massachusetts or the TPP must have its principal place of business in Massachusetts.

What Are a TPPs' Rights as a Member of Either or Both of the Classes?

- **If a TPP wishes to remain a member of either or both of the Classes**, it doesn't need to do anything at this time. If it doesn't exclude itself, as a member of either Class it will be bound by whatever happens in the lawsuit, and it won't be able to sue the Defendants on its own about the claims in the lawsuit. Court-appointed Counsel will represent all Class Members and will ask the Court to pay their fees and expenses out of any recovery they achieve for the Class. Class Members may also hire their own attorney at their own cost to speak or appear on their behalf.
- **If a TPP does not wish to participate in the Class**, it must mail a signed, written request to be excluded to the address below. A TPP may also request to be excluded from the lawsuit against one or more Defendants and remain in the litigation against the other Defendants. The request must be postmarked by **Month Date, 2006**. If a TPP excludes itself from the Class, it can't participate in any recovery for the Class, but keeps the right to sue the Defendants on its own.

**For a Detailed Notice Form and Further Information on the
Covered Drugs and AWP**

Call toll-free: 1 XXX-XXX-XXXX or Visit: www.AWPlitigation.net

Or Write: AWP Class Action Litigation, P.O. Box XXX, City, State 00000

EXHIBIT 3

MEDICARE PART B BENEFICIARIES LONG FORM

United States District Court – District of Massachusetts

If You Are a Medicare Part B Beneficiary, or Heir to a Beneficiary Who Made, or is Obligated to Make a Co-Payment Through Medicare Part B For Any of the Drugs Listed Below,

A Class Action Lawsuit May Affect Your Rights.

The District Court has authorized this Notice. It is not a solicitation from a lawyer. You are not being sued.

- A lawsuit claims that certain drug companies reported false and inflated average wholesale prices (“AWP”) for certain types of outpatient drugs. AWP’s are used to set prescription drug prices that are paid by Medicare and consumers making Medicare Part B co-payments. The lawsuit asks the Court to award money damages to people who made Medicare Part B co-payments for the drugs.
- The Court has said that the lawsuit can go forward on behalf of a “Class” of people that made Medicare Part B co-payments for certain drugs (“Covered Drugs”).
- The Class consists of people who made co-payments for Covered Drugs manufactured and marketed by Defendants AstraZeneca, Bristol-Myers Squibb Group and Johnson & Johnson Group. Certain dosages of the following Covered Drugs are included in the Class: **Blenoxane, Cytosan, Etopophos, Paraplatin, Procrit, Remicade, Rubex, Taxol, VePesid and Zoladex.**
- The Court has said that the lawsuit can proceed on behalf of people who made co-payments for Covered drugs between January 1, 1991 and December 31, 2004. See Question 7 to see if you are a Class Member.
- A series of trials will determine whether the claims in this lawsuit against the Defendants listed above are true. The first trial will begin on Month Date, 2006, with AstraZeneca.
- These lawsuits are not about the safety and effectiveness of these drugs.

This Notice explains what your rights and choices are as a member of the Class. ***You must make a choice now regarding your rights. Please read all of this Notice carefully.***

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

A SUMMARY OF YOUR RIGHTS AND CHOICES:

You May:		Due Date
Remain in Lawsuit	<i>Stay in the lawsuit and wait for the result.</i> By doing nothing, you stay in the lawsuit and may share in any recovery, if there is one, but you give up the right to sue the Defendants yourself about the claims in the lawsuit.	<u><i>Do Nothing</i></u>
Exclude Yourself	<i>Get out of the Class.</i> You can write and ask to get out of the lawsuit. If any money or benefits are awarded later in a trial or settlement, you will not get these benefits, but you keep the right to sue the drug companies on your own about the claims in the lawsuit. See Questions 10 and 11.	<u><i>Postmarked by</i></u> Month Date 2006
Appear In The Lawsuit	<i>Participate in the lawsuit on your own or through a lawyer.</i> If you don't exclude yourself, you can appear and speak in the lawsuit on your own or through your own lawyer. (Class Counsel has been appointed to represent you) See Questions 13 and 14.	

Questions? Call toll free 1-800-000-0000, or visit www.AWPLitigation.net.

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Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

BASIC INFORMATION

1. Why did I get this Notice?

A lawsuit has been filed against a number of drug companies on behalf of people who paid for one or more of the drugs – called “Covered Drugs” – see Question 9. You received this Notice because records obtained from the Centers for Medicare and Medicaid Services indicate that you may have made a co-payment for a Covered Drug between January 1, 1991 and December 31, 2004. If so, the lawsuit may affect you.

You have legal rights and choices to make before a trial will decide whether the claims being made against the Defendant drug companies on your behalf are true. The first of a series of trials begins on September 25, 2006. **You must make you choice whether to remain in the class or exclude yourself before Month Date 2006.**

This Notice explains:

- What the lawsuit is about, and why it is a class action lawsuit.
- What the lawsuit claims and what the drug companies say about the claims.
- Who is affected by the lawsuit.
- Who represents the class in the lawsuit.
- What your legal rights and choices are.
- How and by when you need to act.

2. What is this lawsuit about?

Plaintiffs allege Defendant drug companies either report the average wholesale price (“AWP”) of each drug they make to trade publications or provide those publications with information from which the publications calculate an AWP for each of Defendants’ drugs. The published AWP of a drug is used to set the price that consumers making Medicare Part B co-payments and Medicare will pay for the drug. The lawsuit claims that Medicare and consumers making Medicare Part B co-payments paid more than they should have paid for the Covered Drugs because drug companies intentionally reported false and inflated AWPs concerning these drugs.

The Court in charge of the lawsuit is the United States District Court for the District of Massachusetts. The name of the lawsuit is *In re: Pharmaceutical Industry Average Wholesale Price Litigation*, Docket No. 01-CV-12257-PBS. The people who sued are called the Plaintiffs. The drug companies they sued are called the Defendants.

The lawsuit includes 42 Defendants. At this time, the Court has certified the first phase of the lawsuit to begin with a trial of the claims against the following Defendants in the following order:

- AstraZeneca (which includes: AstraZeneca, PLC; AstraZeneca Pharmaceuticals L.P.; and AstraZeneca U.S.),

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

- The Bristol-Myers Squibb Group (which includes: Bristol-Myers Squibb Co.; Oncology Therapeutics Network Corp.; and Apothecon, Inc.); and
- The Johnson & Johnson Group (which includes: Johnson & Johnson; Centocor, Inc.; Ortho Biotech Products, L.P.

Whenever you see the word “Defendants” in this Notice, it includes only the companies listed above: AstraZeneca, Bristol-Myers Squibb Group and Johnson & Johnson Group.

3. Why is this a class action?

In a class action lawsuit, one or more people called “class representatives” sue on behalf of people who have similar claims. The people together are a “class” or “class members.” The court must determine if it will allow the lawsuit to proceed as a class action. If it does, a trial of the claims then decides the lawsuit for everyone in the class. The Court in this lawsuit decided it could be a class action.

THE CLAIMS IN THE LAWSUIT

4. What does the lawsuit claim?

The lawsuit claims that the Defendants violated various state consumer protection laws because they intentionally provided false and inflated AWP's on certain types of outpatient drugs, including the Covered Drugs. The lawsuit also claims that the Defendants intentionally reported inflated AWP's with the knowledge that Medicare Part B relies on reported AWP's to determine the prices they will reimburse doctors for those drugs. The lawsuit says that as a result of the inflated AWP's, people who made co-payments under Medicare Part B paid more than they should have. The lawsuit asks the Court to award money damages to those people.

5. What do the Defendants say about the lawsuit?

Defendants deny the factual allegations and claims being made. Specifically, the Defendants say that the lawsuits and any damages are prohibited under the law and that the alleged conduct, if proved, does not violate the 44 consumer protection laws under which the Plaintiffs claims are brought. The Defendants also say that the federal government created the AWP pricing system, despite decades of knowledge and criticism that AWP does not necessarily reflect the actual cost of these drugs. Finally, the Defendants say that many class members will not be able to prove they meet the requirements of the consumer protection laws that apply to prove they paid a doctor for these drugs.

6. Has the Court decided who is right in the lawsuit?

No. The Court hasn't decided who is right in the lawsuit yet. Much more must occur before the Court holds a trial, including notifying Class Members. By deciding now that the lawsuit can continue as a class action, the Court isn't saying who will win.

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

WHAT IS THE CLASS AND WHO ARE CLASS MEMBERS?

To know if you're affected by this lawsuit, you first should determine if you're a member of the Class.

7. Am I a Member of the Class?

You're a member of the Class and part of this lawsuit if you are a resident of any state in the U.S. (except the states listed below), **and** between January 1, 1991 and January 1, 2005, you paid (or are currently obligated to pay) a co-payment under Medicare Part B for any of the Covered Drugs (listed in Question 9) that were manufactured and marketed by the following three Defendants:

- AstraZeneca,
- The Bristol-Myers Squibb Group, or
- The Johnson & Johnson Group.

You are **not** a member of the Class if you resided in Alabama, Alaska, Georgia, Iowa, Kentucky, Louisiana, Mississippi, Montana or Virginia at the time you made the co-payment. The Court excluded persons residing in these states from the Class because the consumer protection laws of those states don't allow class actions.

You are a member of the Class if you fulfill the criteria listed in either 1, 2, or 3 below.

1. You are in the Class (a) if you were a Medicare Part B beneficiary between 1991 and the beginning of 2005, (b) who received one or more of the aforementioned drugs during that time period in any state EXCEPT Alabama, Alaska, Georgia, Iowa, Kentucky, Louisiana, Mississippi, Montana, or Virginia, and (c) you paid your doctor for one or more of the drugs, but not if you paid a flat amount such as \$10 or \$20 per dose and not if you were fully reimbursed for your payment by a private insurer.

2. You are in the Class if you are the legal heir of, or the legal successor to, the rights of a Medicare Part B beneficiary who met all three criteria set forth in "1" immediately above but who is now deceased. You need to consult your own lawyer to determine if you are the legal successor to any such rights. Your lawyer will help you determine whether you qualify as a "legal heir" under state laws of intestacy, will, trust, or any other applicable law.

3. You are in the Class if (a) you were a Medicare Part B beneficiary between 1991 and the beginning of 2005, (b) who received one or more of the Covered Drugs during that time period in a state other than the nine states listed above, and (c) incurred a "legal obligation" to pay your doctor a co-payment for one or more of the drugs but did not do so. You may have incurred a "legal obligation" if (a) your doctor billed either you or your insurer for one or more of the drugs but neither you nor your insurer paid, or (b) if you did not pay because your doctor did not bill you and (c) the time period for bringing a legal claim against you to enforce payment for one or more of the drugs has not already expired under the law.

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

IMPORTANT: This is not a bill or a collection notice. The Court is not suggesting, requesting or requiring that Medicare Part B beneficiaries who were billed for one or more of the aforementioned drugs but did not pay, or were not billed at all should pay their doctors now.

You are also not part of the Class if:

- (a) You were fully reimbursed for the co-payment you made (for example, your MediGap or other private insurer reimbursed you the full amount); *or*
- (b) Your co-payment was a flat amount instead of a percentage of the total charge (for example, your MediGap or other private insurer paid for all of the co-payment except for a flat amount such as \$10 or \$20 that you had to pay). If your co-payment is a set dollar amount and does not differ with the price of the drug, your co-payment is a flat co-payment and not a percentage co-payment and you are not a member of the class.

8. How do I know if my co-payment was under Medicare Part B?

If you are 65 or older, or are younger than 65 but receive social security benefits because of a disability, you are entitled to Medicare benefits. Medicare Part A is the primary coverage for your health care costs when you are admitted as a patient in a hospital, and enrollment is generally automatic at age 65.

Medicare Part B helps to pay primarily for outpatient services such as care given in your doctor's office, outpatient hospital care, and physical therapy. Medicare Part B also has a limited drug benefit. For drugs that are covered under Part B, Medicare pays 80% of the drug cost, and you are responsible for paying the other 20% (which is your co-payment).

Generally, the drugs covered under Medicare Part B are ones that are administered by your doctor, such as cancer treatment drugs that are given through injections or an IV. But Part B also covers some drugs that are self-administered (ones that you take yourself). Those include some oral anti-cancer drugs in pill form, some pills prescribed to help with nausea or anemia in connection with chemotherapy and drugs provided with some durable medical equipment, such as inhalation drugs used with a nebulizer (a compressed air machine).

Like Part A, Medicare Part B coverage is also automatic, but you have the option to decline it. You pay a monthly premium for Medicare Part B coverage (which is typically deducted from your social security check). You can tell if you're enrolled in Medicare Part B by looking at your Medicare insurance card. It will say if you are enrolled in Part B.

If you took one of the Covered Drugs when you were an inpatient in the hospital, you did not make a co-payment under Medicare Part B. However, if a Covered Drug was prescribed or administered by your doctor as a part of an outpatient treatment at a clinic, and you are enrolled in Medicare Part B, you may have been billed a co-payment of 20% of the drug cost if Medicare is your primary payer.

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

For the vast majority of people enrolled in Medicare, Medicare is the primary payer. Medicare is your secondary payer only if: (a) you or your spouse have continued to work after age 65 and have accepted the employer's health care insurance, or (b) you are a disabled person under 65 and have large group health plan coverage through your current job or the job of a family member. Unless either of these situations applies to you, your co-payment for a Covered Drug would have been under Medicare Part B.

WHAT ARE THE COVERED DRUGS?

9. How can I tell if the drug I took is included as a Covered Drug?

Most, but not all, of the Covered Drugs are ones that a doctor administers to you in the form of an injection – either through a shot, an IV, or an implant beneath the skin. A few are drugs that you take yourself, such as the pill forms of Cytosan and VePesid – all cancer therapy drugs. Most of the Covered Drugs are used for the treatment of various types of leukemia and cancers of the breast, ovaries, cervix, prostate, testes, lung, brain, and bone marrow. Other Covered Drugs are used to treat nausea or anemia resulting from cancer therapy, asthma, migraines, heart problems, leukemia, herpes, psychoses, or rheumatoid arthritis.

The Covered Drugs in the Class, by Defendant, are listed below:

AstraZeneca

AstraZeneca, AstraZeneca Pharmaceuticals and AstraZeneca U.S.

Drug Name	Treatment	Dosages
Zoladex (molecule name)	Prostate and breast cancer; Endometriosis	<u>Implant</u> : 3.6mg <u>Injection (3 month)</u> : 10.8mg <u>Kit for injection</u> : 10.8mg syringe; 3.6mg syringe

Bristol-Myers Squibb Group

Bristol-Myers Squibb, Oncology Therapeutics Network and Apothecon

Drug Name	Treatment	Dosages
Blenoxane (molecule name)	Cancer of cervix and uterus, head and neck, or testicle and penile cancer; Hodgkin's disease	<u>Powder for Injection</u> : 15 Unit Vial; 30 Unit Vial

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

Bristol-Myers Squibb Group

(Continued)

Cytosan (molecule name)	Cancer (primarily breast, ovarian); Leukemia; Nephrotic syndrome (kidney disease)	<u>Injection:</u> 100mg; 200 mg; 500mg; 1 gm; 1x2gm; <u>Lyophilized Injection:</u> 100mg; 200mg; 500mg <u>Powder for Injection:</u> 500mg; 1 gm; 2gm <u>Tablets:</u> 25mg; 50 mg
Etopophos (molecule name)	Lung and testicular cancer; Cancer of the lymph glands; Leukemia	<u>Powder for Injection:</u> 100mg
Paraplatin (molecule name)	Ovarian cancer	<u>Powder for Injection:</u> 50mg; 150mg; 450mg
Rubex (molecule name)	Ovarian and breast cancer; Cancers of the bone, stomach, lung, bladder and thyroid; Leukemia	<u>Powder for Injection:</u> 10mg; 50mg; 100mg <u>Powder for Injection (Under Immunex label):</u> 10mg; 50mg; 100mg
Taxol (molecule name)	Ovarian and breast cancer; Lung cancer; Kaposi's sarcoma	<u>Injection:</u> 30mg; 30mg/5ml; 300mg/50ml <u>Injection Solution:</u> 100mg; 100mg/16.7ml
VePesid (molecule name)	Testicular cancer; Small cell lung cancer	<u>Injection Solution:</u> 100mg; 150mg; 500mg; 1gm <u>Capsules:</u> 500mg

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

Johnson & Johnson Group

*Johnson & Johnson, Centocor, Ortho Biotech, McNeil-PPC
and Janssen Pharmaceutica Products*

Drug Name	Treatment	Dosages
Remicade (molecule name)	Rheumatoid arthritis; Crohn's disease; Ulcerative colitis	<u>Intravenous Injection</u> : 100 mg vial
Procit (molecule name)	Anemia (especially anemia due to chemotherapy or HIV)	<u>Solution for Injection</u> : 2,000 Unit/ml; 3,000 Unit/ml; 4,000 Unit/ml; 10,000 Unit/ml; 20,000 Unit/ml; 40,000 Unit/ml

Please carefully review the list of Covered Drugs. If your doctor gave you or prescribed one or more of these drugs in the listed forms and dosages during the time period listed in Questions 7 ____ you might be a member of the Class. To determine if you are a member of the Class please read Question 7 and 8.

YOUR RIGHTS – GETTING OUT OF THE CLASS ACTION

10. Can I get out of the lawsuit and the Class?

If you don't want to be in the Class and you want to keep the right to sue the Defendants about the same claims on your own, you must take steps to get out of the Class. This is called excluding yourself. By excluding yourself, you keep the right to file your own lawsuit or join another lawsuit against the Defendants about the claims in this lawsuit. You may exclude yourself from the litigation against one or more Defendants and remain in the litigation against the other Defendants.

11. How do I exclude myself from the Class?

To exclude yourself from the Class, you must send a letter signed by you that includes all of the following:

- Your name, address, and telephone number;
- The name and number of the lawsuit: *In re: Pharmaceutical Industry Average Wholesale Price Litigation*, Docket No. 01-CV-12257-PBS;
- If you have hired your own lawyer, the name, address, and telephone number of your lawyer; *and*

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

- A statement that you want to be excluded from the Class, specifying whether you wish to exclude yourself from the litigation against all Defendants or just some of the Defendants. If you wish to exclude yourself from the litigation against less than all Defendants you must specify which Defendants by name.

Your exclusion letter must be mailed first class, **postmarked on or before September 15, 2006**, to:

AWP Litigation Administrator
P.O. Box xxx
City, State Zip code

Please remember that you can't exclude yourself by phone or by sending an email.

12. What happens if I exclude myself from the lawsuit?

If you exclude yourself from the Class, you will not get money or benefits from the Class if any are obtained from a settlement or trial of the lawsuit involving the remaining Defendants. If you exclude yourself, you're no longer part of the Class, and nothing that happens in the lawsuit affects you. But you can sue or be part of a different lawsuit against the Defendants about the claims in this case.

If you do not exclude yourself, you will be bound by the result in the lawsuit. Thus, if Defendants win, your claim will be extinguished. Defendants claim that the persons and entities representing your interests do not have a valid claim, and if that is correct, your claim will be extinguished unless you exclude yourself.

YOUR RIGHTS – APPEARING IN THE LAWSUIT

13. Can I appear or speak in this lawsuit?

As long as you don't exclude yourself, you can (but do not have to) participate and speak for yourself in this lawsuit through your own lawyer. This is called making an appearance. Remember that you may have to pay for the lawyer yourself. If you appear in the lawsuit, you are still a member of the Class and can share in any benefits the Class might receive as a result of settlement or a trial.

14. How do I appear in this lawsuit?

If you want your own lawyer instead of Class Counsel to participate or speak for you in this lawsuit, your lawyer must give the Court a paper that is called a Notice of Appearance. The Notice of Appearance should include the name and number of the lawsuit, and state that you wish to enter an appearance in the lawsuit.

The Notice of Appearance must be filed with the Court at the following address:

Clerk of Court
John Joseph Moakley U.S. Courthouse
1 Courthouse Way, Suite 2300
Boston, Massachusetts 02210

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

Your Notice of Appearance should be filed with the Court before the beginning of the series of trials of each Defendant in this lawsuit. The first trial is currently scheduled to start on September 25, 2006.

IF YOU DO NOTHING

15. What happens if I don't do anything at all?

If you do nothing, you stay in the Class and will be represented by Class Counsel. You will share in any benefits from the lawsuit if the Class wins at trial or settles the lawsuit, and you will be bound if the Class Representative loses. By staying in the Class, all of the Court's orders in the lawsuit will apply to you, including any decision on the trial. Please remember that staying in the Class means you can't sue the Defendants yourself about any of the claims in this lawsuit.

THE LAWYERS REPRESENTING YOU

16. Do I have a lawyer in this lawsuit?

Yes. The Court has appointed the following law firms to represent you and other Class Members:

Hagens Berman Sobol Shapiro LLP
www.hagens-berman.com
1301 Fifth Avenue, Suite 2900
Seattle, WA 98101

and

One Main Street, 4th Floor
Cambridge, MA 02142

Mark H. Edelson
Edelson & Associates LLC
45 West Court Street
Doylestown, PA 18901

Spector Roseman & Kodroff, PC
www.srk-law.com
1818 Market Street, Suite 2500
Philadelphia, PA 19103

Wexler Toriseva Wallace LLP
www.wtwlaw.us
One North LaSalle St., Suite 2000
Chicago, IL 60602

Kline & Specter, PC
www.klinespecter.com
The Nineteenth Floor
1525 Locust Street
Philadelphia, PA 19102

These lawyers are called Class Counsel. You won't be charged personally for these lawyers, but they will ask the Court to award them a fee to be paid out of any recovery. More information about Class Counsel and their experience is available at the Web sites listed above.

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

17. Can you elaborate on who pays the lawyers and how much they will be paid?

If Class Counsel obtains money or benefits for the Class through a settlement or a successful trial, they will ask the Court for payment of attorneys' fees and expenses out of the total amount of money and benefits obtained. The Court must approve the amount of attorneys' fees and expenses. If Class Counsel doesn't obtain any money or benefits for the Class, they won't receive or ask to receive any attorneys' fees or reimbursement of expenses.

18. Should I get my own lawyer?

You don't need to hire your own lawyer, but if you want your own lawyer to speak for you or appear in Court, you must file a Notice of Appearance (*see* Question __ to find out how to submit a Notice of Appearance). If you hire a lawyer to appear for you in the lawsuit, you will have to make your own arrangement for that lawyer's compensation.

GETTING MORE INFORMATION

19. Are more details and information available?

This Notice is just a summary of the lawsuit. More details are in the Complaint filed by Class Counsel, and the other legal documents that have been filed with the Court in this lawsuit. You can look at and copy these legal documents at any time during regular office hours at the Office of the Clerk of Court, John Joseph Moakley U.S. Courthouse, 1 Courthouse Way, Suite 2300, Boston, Massachusetts 02210. Copies of some of the important documents, like the Complaint are also available on-line at www.AWPlitigation.net.

In addition, if you have any questions about the lawsuit or this Notice, you may:

- Visit the AWP Litigation Web site at www.AWPitigation.net
- Call toll free 1-xxx-xxx-xxxx (hearing impaired call 1-yyy-yyy-yyyy)
- Write to: AWP Litigation Administrator, PO Box xxxx, City, State Zip code.

20. How will I be notified about the outcome of the trials?

Information about the trials will be posted on the Web site as appropriate. You may also register on the Web site or by mail to get notification of the outcome of the litigation and other significant occurrences associated with this case. To register by mail send a letter to the AWP Litigation Administrator at the address above. To register on the Web site, go to the site and access the "Registration" link on the Web site menu.

By Order of the United States District Court, District of Massachusetts.

Date: _____

The Honorable Judge Patti B. Saris

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

EXHIBIT 4

THIRD PARTY PAYOR LONG FORM

United States District Court – District of Massachusetts

**If You Are a Third-Party Payor Based in or With
Beneficiaries in Massachusetts
And You Made Reimbursements For Any of the Drugs
Listed Below,**

A Class Action Lawsuit May Affect Your Rights.

The District Court has authorized this Notice. It is not a solicitation from a lawyer.

You are not being sued.

A lawsuit claims that certain drug companies (the “Defendants”) intentionally reported false and inflated average wholesale prices (“AWP”) for some types of outpatient drugs (“Covered Drugs”), and asks the Court to award money damages to Third-Party Payors (“TPP”) that made reimbursements for those drugs based on the drug’s AWP.

The Court has said that the lawsuit can go forward on behalf of two “Classes” of TPPs. Those Classes include (1) TPPs who made reimbursements for all or part of their insured’s 20% co-payment under Medicare Part B for a Covered Drug between January 1, 1991 and January 1, 2005, and (2) TPPs who reimbursed for the drugs listed below outside of Medicare Part B based on a contract that uses AWP as a reimbursement benchmark between January 1, 1991 and June 1, 2006. In addition, in order to qualify to be a member of one of these Classes, TPPs must have made reimbursements for beneficiaries in Massachusetts, or made reimbursements for the Covered Drugs and have its principal place of business in Massachusetts. TPPs may be a member of either or both of the Classes.

Defendant Drug Company	Covered Drugs
AstraZeneca	Zoladex
Bristol-Myers Squibb Group	Blenoxane; Cytoxan; Etopophos; Paraplatin; Rubex; Taxol; VePesid
Johnson & Johnson Group	Remicade; Procit
Schering Plough Group	Albuterol; Intron A; Perphenazine; Proventil; Temodar

- A series of trials will determine whether the claims in this lawsuit against the Defendants are true. The first trial will begin Month Date, 2006, with AstraZeneca.

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

- The charts below summarize your legal rights and choices. *You must make choices now regarding your rights. Please read all of this Notice carefully.*

A SUMMARY OF YOUR RIGHTS AND CHOICES:

You May:		Due Date
Remain in the Classes	<p><i>Stay in the lawsuit and wait for the result.</i></p> <p>By doing nothing, you stay in the Classes and may share in any recovery, if there is one, but you give up the right to sue these Defendants yourself about the claims in the lawsuit. See Question 18.</p>	<u><i>Do Nothing</i></u>
Exclude Yourself	<p><i>Get out of the Classes.</i></p> <p>You can write and ask to get out either or both of the Classes. If any money is awarded later in a trial or settlement with any of the four Defendants in the Classes, you will not get any payment, but you keep the right to sue those Defendants on your own about the claims in the lawsuit. See Question 14.</p>	<u><i>Postmarked by Month Date 2006</i></u>
Appear In the Lawsuit	<p><i>Participate in the lawsuit on your own or through a lawyer.</i></p> <p>If you don't exclude yourself, you can appear and speak in the lawsuit on your own or through your own lawyer. (Class Counsel has been appointed to represent you.) See Question 17.</p>	

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

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Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

BASIC INFORMATION

1. Why did I get this Notice?

A lawsuit has been filed against several drug companies. The Court has said that the lawsuit can go forward as a class action on behalf of consumers and TPPs who paid or reimbursed for one or more of the Covered Drugs, which are listed in Appendix I at the end of this Notice.

You received this Notice because you are a TPP that may have made reimbursements for Covered Drugs between January 1, 1991 and December 31, 2004 or between January 1, 1991 and June 1, 2006. If so, the lawsuit may affect you. Each TPP Class Member has legal rights and choices to make before the Court holds trials to decide whether the claims being made with respect to the drug companies are true. The first of a series of trials begins on September 25, 2006. **Each TPP Class Member must make a choice whether to remain in the Classes before Month Date 2006.**

This Notice explains:

- What the lawsuit is about, and why it is a class action lawsuit.
- What the lawsuit claims and what the drug companies say about the claims.
- Who is affected by the lawsuit.
- What TPP's legal rights and choices are.
- Who represents TPP Class Members in the lawsuit.
- How and by when each TPP Class Member needs to act

2. What is this lawsuit about?

Plaintiffs claim Defendant drug companies either report the average wholesale price ("AWP") of each drug they make to trade publications or provide those publications with information from which the publications calculate an AWP for each of Defendants' drugs. The published AWP of a drug may be used to set the price that consumers making co-payments, Medicare and insurance companies will pay for the drug. The lawsuit claims that Medicare, private insurers, and consumers paid more than they should have paid for the Covered Drugs because drug companies intentionally reported false and inflated AWP's on these drugs.

The Court in charge of the lawsuit is the United States District Court for the District of Massachusetts. The name of the lawsuit is *In re: Pharmaceutical Industry Average Wholesale Price Litigation*, Docket No. 01-CV-12257-PBS. The people who sued are called the Plaintiffs. The drug companies they sued are called the Defendants.

The lawsuit includes 42 Defendants. At this time, the Court has certified the first phase of the lawsuit to begin with a trial of the claims against the following Defendants in the following order:

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

- AstraZeneca (which includes: AstraZeneca, PLC; AstraZeneca Pharmaceuticals L.P.; and AstraZeneca U.S.),
- The Bristol-Myers Squibb Group (which includes: Bristol-Myers Squibb Co.; Oncology Therapeutics Network Corp.; and Apothecan, Inc.),
- The Johnson & Johnson Group (which includes: Johnson & Johnson; Centocor, Inc.; Ortho Biotech Products, L.P.; and
- The Schering Plough Group (which includes Schering-Plough Corp. and Warrick Pharmaceuticals Corp.).

Whenever you see the word “Defendants” in this Notice, it includes only the companies listed above: AstraZeneca, Bristol-Myers Squibb Group, Johnson & Johnson Group and the Schering Plough Group.

3. Why is this a class action?

In a class action lawsuit, one or more people or entities called “class representatives” sue on behalf of others who have similar claims. The people and entities together are a “class” or “class members.” The Court must determine if it will allow the lawsuit to proceed as a class action. If it does, a trial of the claims then decides the lawsuit for everyone in the class. The Court in this lawsuit decided it could be a class action.

4. Who qualifies as a Third-Party Payor?

A TPP is an entity that is:

- (a) A party to a contract, issuer of a policy, or sponsor of a plan, *and*
- (b) At risk, under such contract, policy, or plan, to pay or reimburse all or part of the cost of prescription drugs dispensed to covered natural persons.

TPPs include insurance companies, union health and welfare benefit plans and self-insured employers. Entities with self-funded plans that contract with a health insurance company or other entity to serve as a third-party claims administrator to administer their prescription drug benefits can qualify as TPPs. Third-party claim administrators may also file a claim on behalf of a self-funded plan if the third-party claim administrator has legal authority and authorization from the self-funded plan to do so.

THE CLAIMS IN THE LAWSUIT

5. What does the lawsuit claim?

The lawsuit claims that the Defendants violated various state consumer protection laws because they intentionally provided false and inflated AWP on certain types of outpatient drugs, including the Covered Drugs. The lawsuit also claims that the Defendants intentionally reported inflated AWP with the knowledge that Medicare Part B and private insurers rely on reported AWP to determine the prices they will reimburse doctors for those drugs. The lawsuit says that as a result of the inflated AWP, TPPs who reimburse part or all of their insured’s co-payment under Medicare Part B or who used AWP as a pricing standard

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

for reimbursement for those drugs outside of Medicare Part B, reimbursed more than they should have. The lawsuit asks the Court to award money damages to those TPPs.

6. What do the Defendants say about the lawsuit?

Defendants deny the factual allegations and claims being made. Specifically, the Defendants say that the lawsuits and any damages are prohibited under the law and that the alleged conduct, if proved, does not violate the 44 consumer protection laws under which the Plaintiffs claims are brought. The Defendants also say that the federal government created the AWP pricing system, despite decades of knowledge and criticism that AWP does not necessarily reflect the actual cost of these drugs. Finally, the Defendants say that many class members will not be able to prove they meet the requirements of the consumer protection laws that apply to prove they paid a doctor for these drugs.

7. Has the Court decided who is right in the lawsuit?

No. The Court hasn't decided who is right in the lawsuit yet. Much more must occur before the Court holds a trial, including notifying Class Members. By deciding now that the lawsuit can continue as a class action, the Court isn't saying who will win.

8. Are there any benefits or money available now?

No money or benefits are available now because the Court hasn't decided whether the Defendants did anything wrong. There could be money or benefits in the future if one or more Defendants settle before a trial, or if the Court decides in favor of the Classes after a trial. There's no guarantee that any money for Class Members will ever be obtained from the Defendants.

THE CLASSES

9. How many Classes are there?

The Court has ruled that there are two different Classes for TPPs who reimbursed for Covered Drugs: a MediGap TPP Class, and a Massachusetts Class. A TPP could be a member of one or both Classes.

10. Who is in the Classes?

A TPP is a member of the MediGap TPP Class if it made reimbursements for all or part of its insured's 20% co-payment under Medicare Part B for Covered Drugs anytime between January 1, 1991 and January 1, 2005 or

A TPP is a member of the Massachusetts Class if it reimbursed for Covered Drugs outside of Medicare Part B based on a contract that uses AWP as a reimbursement benchmark anytime between January 1, 1991 and June 1, 2006.

In order to be member of either the MediGap TPP Class or the Massachusetts Class, the reimbursements must have been for a beneficiary in Massachusetts or the Third Party Payor

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

must have its principal place of business in Massachusetts.

11. What are the Covered Drugs?

The Covered Drugs are: Albuterol, Blenoxane, Cytosan, Etopophos, Intron A, Paraplatin, Perphenazine, Procrit, Proventil, Remicade, Rubex, Taxol, Temodar, VePesid and Zoladex.

You can find a complete list of the Covered Drugs, by Defendant drug manufacturer, drug name, and NDC code, in Appendix I to this Notice.

12. What does it mean if I'm a member of either or both of the Classes?

If a TPP is a member of either of the Classes listed above and does not exclude itself, it won't be able to sue the Defendants again for the claims in this lawsuit if the Court, after a trial, decides Defendants did nothing wrong. But if there is an award of money after a trial or a settlement with any of the remaining Defendants, a TPP that does not exclude itself will be able to make a claim for a share of that money.

YOUR RIGHTS AS A MEMBER OF THE CLASSES

13. How do I remain in either or both of the Classes?

A TPP is automatically a member of either or both of the Classes if it fits the Class Definitions as outlined in Question 10. At this time, a TPP does not have to do anything to remain in either or both of the Classes. Each TPP will be notified if there is a settlement with any of the Defendants or if the Court determines that any of the Defendants are liable for damages as a result of the trials.

14. Can I get out of the lawsuit and the Classes?

If a TPP is a member of either or both of the Classes, and it wants to keep the right to sue Defendants AstraZeneca, Bristol-Myers Squibb Group, Johnson & Johnson Group, or Schering Plough Group about the same claims on its own (and at its own expense), it must take steps to get out of the either or both of the Classes. This is called excluding yourself.

15. How does a TPP exclude itself from either or both of the Classes?

To exclude itself from either or both of the Classes, a TPP must send a letter signed by an authorized representative that includes all of the following:

- The company name, address, and telephone number, and the name of its authorized representative;
- The name and number of the lawsuit: *In re: Pharmaceutical Industry Average Wholesale Price Litigation*, Docket No. 01-CV-12257-PBS;
- If a TPP has hired its own lawyer, the name, address, and telephone number of that

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

lawyer; and

- A statement that the TPP elects to be excluded from either the MediGap TPP Class or the Massachusetts Class, or both Classes.

All exclusion letters must be mailed first class, **postmarked on or before Month Date 2006**, to:

AWP Litigation Administrator
P.O. Box xxx
City, State Zip code

Please remember that a Class Member can't exclude itself by phone or by sending an email.

16. What happens if a TPP excludes itself, can it get any money or benefits from the lawsuit?

If a TPP excludes itself from either or both of the Classes, it will not get money or benefits from the Class(es) if any are obtained from a settlement or trial of the lawsuit involving the Defendants. If a TPP excludes itself, it is no longer part of the Classes, and nothing that happens in the lawsuit affects it. But a TPP that properly excludes itself can sue or be part of a different lawsuit against the Defendants about the claims in this case.

If you do not exclude yourself, you are bound by the result in the lawsuit. Thus, if Defendants win, your claim will be extinguished, Defendants claim that the persons and entities representing your interests do not have a valid claim and it that is correct, your claim will be extinguished unless you exclude yourself.

17. Can a TPP Class Member appear or speak in this lawsuit?

As long as it doesn't exclude itself, a TPP Class Member can (but does not have to) participate and speak for itself in this lawsuit through its own lawyer. This is called making an appearance. Remember that the TPP Class Member may have to pay for the lawyer itself. If a TPP Class Member appears in the lawsuit, it is still a Class Member and can share in any benefits the Classes might receive as a result of settlement or a trial.

18. How does a TPP Class Member appear in this lawsuit?

If a TPP Class Member wants its own lawyer instead of Class Counsel to participate or speak for it in this lawsuit, its lawyer must give the Court a paper that is called a Notice of Appearance. The Notice of Appearance should include the name and number of the lawsuit, and state that it wishes to enter an appearance in the lawsuit.

The Notice of Appearance must be filed with the Court at the following address:

Clerk of Court
John Joseph Moakley U.S. Courthouse
1 Courthouse Way, Suite 2300
Boston, Massachusetts 02210

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net

A Notice of Appearance should be filed with the Court before the first of a series of trials of this lawsuit begins. The first trial is currently scheduled to start on Month Date, 2006.

IF YOU DO NOTHING

19. What happens if a TPP Class Member doesn't do anything at all?

If a TPP Class Member does nothing, it stays in the Classes and all of the Court's orders in the lawsuit will apply to it, including any decision on the trial for the Classes. By staying in either or both of the Classes, a TPP Class Member will share in any benefits from the lawsuit, but it will also be bound if the Class Representative loses.

THE LAWYERS REPRESENTING TPP CLASS MEMBERS

20. Do TPP Class Members have a lawyer in this lawsuit?

Yes. The Court has appointed the following law firms to represent TPP Class Members:

Hagens Berman Sobol Shapiro LLP
www.hagens-berman.com
1301 Fifth Avenue, Suite 2900
Seattle, WA 98101

and

One Main Street, 4th Floor
Cambridge, MA 02142

Mark H. Edelson
Edelson & Associates LLC
45 West Court Street
Doylestown, PA 18901

Spector Roseman & Kodroff, PC
www.srk-law.com
1818 Market Street, Suite 2500
Philadelphia, PA 19103

Wexler Toriseva Wallace LLP
www.wtwlaw.us
One North LaSalle St., Suite 2000
Chicago, IL 60602

Kline & Specter, PC
www.klinespecter.com
The Nineteenth Floor
1525 Locust Street
Philadelphia, PA 19102

These lawyers are called Class Counsel. Class Members won't be charged personally for these lawyers, but they will ask the Court to award them a fee to be paid out of any recovery. More information about Class Counsel and their experience is available at the Web sites listed above.

21. Can you elaborate on who pays Class Counsel and how much will they be paid?

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Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

22. Should a TPP Class Member get its own lawyer?

A TPP Class Member doesn't need to hire its own lawyer, but, if a TPP wants its own lawyer to speak for it or appear in Court, it must file a Notice of Appearance (*see* Question 18 to find out how to submit a Notice of Appearance). If a Class Member hires a lawyer to appear for it in the lawsuit, it will have to make its own arrangement for that lawyer's compensation.

GETTING MORE INFORMATION

23. Are more details and information available?

This Notice is just a summary of the lawsuit. More details are in the Complaint filed by Class Counsel and the other legal documents that have been filed with the Court in this lawsuit. Anyone can look at and copy these legal documents at any time during regular office hours at the Office of the Clerk of Court, John Joseph Moakley U.S. Courthouse, 1 Courthouse Way, Suite 2300, Boston, Massachusetts 02210. Copies of some of the important documents, like the Complaint, are also available online at www.AWPlitigation.net.

In addition, if you have any questions about the lawsuit or this Notice, you may:

- Visit the AWP Litigation Web site at www.AWPlitigation.net
- Call toll free 1-xxx-xxx-xxxx (hearing impaired call 1-yyy-yyy-yyyy)
- Write to: AWP Litigation Administrator, PO Box xxxx, City, State Zip code.

24. How will I be notified about the outcome of the trials?

Information about the trials will be posted on the Web site as appropriate. You may also register on the Web site or by mail to get notification of the outcome of the litigation and other significant occurrences associated with this case. To register by mail send a letter to the AWP Litigation Administrator at the address above. To register on the Web site, go to the site and access the "Registration" link on the Web site menu.

By Order of the United States District Court, District of Massachusetts.

Date: _____

The Honorable Judge Patti B. Saris

Questions? Call toll free 1-800-000-0000, or visit www.AWPlitigation.net.

Appendix I

Company	NDC	Description
AstraZeneca	00310096036	Zoladex 3.6mg 1x1EA Depot
AstraZeneca	00310096130	Zoladex 10.8mg 1x1EA Depot
AstraZeneca	00310095130	Zoladex 10.8mg 1x1EA Depot
AstraZeneca	00310095036	Zoladex 3.6mg 1x1EA Depot
BMS Group	00015301026	Blenoxane INJ 15 UNIT VHA
BMS Group	00015301020	Blenoxane INJ 15 UNIT VL
BMS Group	00015306326	Blenoxane INJ 30 UNIT VHA
BMS Group	00015306301	Blenoxane INJ 30 UNIT VL
BMS Group	00015053910	Cytosan 100mg LYOPH W/CYT
BMS Group	00015054812	Cytosan 1g 6x50ml VHA+
BMS Group	00015054810	Cytosan 1gm LYOPH W/CYT0G
BMS Group	00015054610	Cytosan 200mg LYOPH W/CYT
BMS Group	00015054912	Cytosan 2g 6x100ml VHA+
BMS Group	00015054910	Cytosan 2gm LYOPH W/CYT0G
BMS Group	00015054710	Cytosan 500mg LYOPH W/CYT
BMS Group	00015050001	Cytosan for INJ 100mg
BMS Group	00015050041	Cytosan INJ 100mg
BMS Group	00015050641	Cytosan INJ 1x2gm VIAL
BMS Group	00015050241	Cytosan INJ 1x500mg VIAL
BMS Group	00015050141	Cytosan INJ 200mg
BMS Group	00015054712	Cytosan LYO 500mg VL VHA
BMS Group	00015054741	Cytosan LYOPH 500mg
BMS Group	00015053941	Cytosan Lyophilized 100mg
BMS Group	00015054841	Cytosan Lyophilized 1gm
BMS Group	00015054641	Cytosan Lyophilized 200mg
BMS Group	00015054941	Cytosan Lyophilized 2gm
BMS Group	00015050541	Cytosan PINJ 1x1g VIAL
BMS Group	00015050303	Cytosan Tablets 50mg
BMS Group	00015050302	Cytosan Tablets 50mg
BMS Group	00015050401	Cytosan Tabs 25mg
BMS Group	00015050301	Cytosan Tabs 50mg
BMS Group	00015050348	Cytosan Tabs 50mg
BMS Group	00015340420	Etopophos 100mg VIAL
BMS Group	00015321429	Paraplatin 10x15ml VHA+
BMS Group	00015321529	Paraplatin 10x45ml VHA+
BMS Group	00015321329	Paraplatin 10x5ml VHA+
BMS Group	00015321410	Paraplatin 150mg LYOPH CY
BMS Group	00015321430	Paraplatin 1x150mg LYO VL
BMS Group	00015321530	Paraplatin 1x450mg LYO VL
BMS Group	00015321510	Paraplatin 450mg VL W/CYT
BMS Group	00015321330	Paraplatin 50mg LYOPHILIZ
BMS Group	00015321310	Paraplatin 50mg W/CYTO
BMS Group	00015335322	Rubex 100mg LYOPHILIZED
BMS Group	00015335324	Rubex 100mg IMMUNEX LABEL
BMS Group	00015335124	Rubex 10mg IMMUNEX LABEL
BMS Group	00015335122	Rubex 10mg LYOPHILIZED
BMS Group	00015335224	Rubex 50mg IMMUNEX LABEL
BMS Group	00015335222	Rubex 50mg LYOPHILIZED

Appendix I

Company	NDC	Description
BMS Group	00015347630	Taxol 100mg INJ MULTIDOSE
BMS Group	00015347627	Taxol 100mg SEM-SYN VIAL
BMS Group	00015347620	Taxol 100mg/16.7ml VHA+ L
BMS Group	00015347911	Taxol 300mg/50ml VIAL
BMS Group	00015345620	Taxol 30mg CONC FOR INJ
BMS Group	00015347530	Taxol 30mg INJ MULTIDOSE
BMS Group	00015347527	Taxol 30mg SEM-SYN VIAL
BMS Group	00015347520	Taxol 30mg/5ml VHA+ LABEL
BMS Group	00015309510	VePesid 100mg VIAL W/CYTO
BMS Group	00015309530	VePesid 100mg VL W/O CYTO
BMS Group	00015306224	VePesid 1g 50ml VIAL VHA+
BMS Group	00015306220	VePesid 1gm/50ml
BMS Group	00015306120	VePesid 500mg
BMS Group	00015306124	VePesid 500mg 25ml VL VHA
BMS Group	00015309145	VePesid 50mg CAPSULES
BMS Group	00015309520	VePesid INJ 100mg/5ml
BMS Group	00015308420	VePesid INJ 150mg/7.5ml
Johnson & Johnson Group	57894003001	C168J Remicade 1PCK
Johnson & Johnson Group	59676031201	Procrit 10,000 U/ml
Johnson & Johnson Group	59676031002	Procrit 10,000 U
Johnson & Johnson Group	59676031001	Procrit 10,000 U/ml
Johnson & Johnson Group	00062740103	Procrit 10,000 U/ml AMG
Johnson & Johnson Group	59676032001	Procrit 20,000 U/ml
Johnson & Johnson Group	59676030202	Procrit 2,000 U/
Johnson & Johnson Group	59676030201	Procrit 2,000 U/ml 6
Johnson & Johnson Group	00062740201	Procrit 2,000 U/ml AMG
Johnson & Johnson Group	59676030302	Procrit 3,000 U/
Johnson & Johnson Group	59676030301	Procrit 3,000 U/ml 6
Johnson & Johnson Group	00062740503	Procrit 3,000 U/ml INST
Johnson & Johnson Group	00062740501	Procrit 3,000 U/ml AMG
Johnson & Johnson Group	59676030402	Procrit 4,000 U/
Johnson & Johnson Group	59676030401	Procrit 4,000 U/ml 6
Johnson & Johnson Group	00062740004	Procrit 4,000 U/ml INST
Johnson & Johnson Group	59676034001	Procrit 40,000 U/ml
Johnson & Johnson Group	00062740003	Procrit 4,000 U/ml AMG
Schering Plough Group	59930151504	Albuterol Inhalation Solution
Schering Plough Group	59930164702	Albuterol Inhalation Solution
Schering Plough Group	59930150006	Albuterol Sulfate Inhal. Sol.
Schering Plough Group	59930150008	Albuterol Sulfate Inhal. Sol.
Schering Plough Group	59930151701	Albuterol Sulfate Solution
Schering Plough Group	59930151702	Albuterol Sulfate Solution
Schering Plough Group	59930155020	Albuterol Sulfate Solution
Schering Plough Group	00085123501	Intron A FOR INJ MULTIDOSE PEN
Schering Plough Group	00085124201	Intron A FOR INJ MULTIDOSE PEN
Schering Plough Group	00085125401	Intron A FOR INJ MULTIDOSE PEN
Schering Plough Group	00085116801	Intron A INJ 18MIU HSA FREE
Schering Plough Group	00085113301	Intron A INJ 25MIU HSA FREE
Schering Plough Group	00085118401	Intron A INJ 3MIU HSA FREE

Appendix I

Company	NDC	Description
Schering Plough Group	00085118402	Intron A INJ 3MIU HSA FREE
Schering Plough Group	00085119101	Intron A INJ 5MIU HSA FREE
Schering Plough Group	00085119102	Intron A INJ 5MIU HSA FREE
Schering Plough Group	00085117901	Intron A INJ PAK10MIU HSA FREE
Schering Plough Group	00085117902	Intron A INJ PAK10MIU HSA FREE
Schering Plough Group	00085057102	Intron A INJECTABLE 10MILLN IU
Schering Plough Group	00085057106	Intron A INJECTABLE 10MILLN IU
Schering Plough Group	00085111001	Intron A INJECTABLE 18MILLN IU
Schering Plough Group	00085028502	Intron A INJECTABLE 25MILLN IU
Schering Plough Group	00085064703	Intron A INJECTABLE 3MILLN IU
Schering Plough Group	00085064704	Intron A INJECTABLE 3MILLN IU
Schering Plough Group	00085064705	Intron A INJECTABLE 3MILLN IU
Schering Plough Group	00085012002	Intron A INJECTABLE 5 MILLN IU
Schering Plough Group	00085012003	Intron A INJECTABLE 5 MILLN IU
Schering Plough Group	00085012004	Intron A INJECTABLE 5 MILLN IU
Schering Plough Group	00085012005	Intron A INJECTABLE 5 MILLN IU
Schering Plough Group	00085053901	Intron A INJECTABLE 50MILLN IU
Schering Plough Group	00085068901	Intron A INJECTION 18 MIU
Schering Plough Group	00085092301	Intron A SOL FOR INJ 10 MILLI
Schering Plough Group	00085076901	Intron A SOL. FOR INJ. 25MILLN
Schering Plough Group	00085095301	Intron A SOLUTION 18MIU 3ml
Schering Plough Group	59930160001	Perphenazine
Schering Plough Group	59930160002	Perphenazine
Schering Plough Group	59930161001	Perphenazine 16mg
Schering Plough Group	59930160501	Perphenazine 8mg
Schering Plough Group	59930160502	Perphenazine 8mg
Schering Plough Group	59930160301	Perphenazine TABLETS
Schering Plough Group	59930160302	Perphenazine TABLETS
Schering Plough Group	00085133601	Proventil INHALATION SOLUTION
Schering Plough Group	00085020901	Proventil SOLUTION .083mg/ml
Schering Plough Group	00085180601	Proventil SOLUTION .083mg/ml
Schering Plough Group	00085020802	Proventil SOLUTION 5mg/ml
Schering Plough Group	00085020852	Proventil SOLUTION 5mg/ml
Schering Plough Group	00085125901	Temodar 100mg
Schering Plough Group	00085125902	Temodar 100mg
Schering Plough Group	00085124401	Temodar 20mg
Schering Plough Group	00085124402	Temodar 20mg
Schering Plough Group	00085125201	Temodar 250mg
Schering Plough Group	00085125202	Temodar 250mg
Schering Plough Group	00085124801	Temodar 5mg
Schering Plough Group	00085124802	Temodar 5mg

EXHIBIT 5



KINSELLA/NOVAK
COMMUNICATIONS, LTD.
A SOURCE CORP. COMPANY

NOTICE PROGRAM

*IN RE: PHARMACEUTICAL INDUSTRY AVERAGE
WHOLESALE PRICE LITIGATION,*

CASE No. MDL No. 1456
(CA:01-CV-12257-PBS) (D.MASS.)

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THE ART & SCIENCE OF LEGAL NOTIFICATION

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Exhibit 1 - Affected Drugs

Exhibit 2 - Long Form Notice samples

Exhibit 3 -Newspaper Supplements by Carrier Paper

Exhibit 4 - Notice schedule

Exhibit 5 - Publication Notice samples

Exhibit 6 - List of Third-Party Organizations

In Re Pharmaceutical Industry Average Wholesale Price Litigation

FIRM OVERVIEW

Kinsella/Novak Communications ("KNC") provides nationally recognized expertise in the design of media-based legal notification programs for class actions and bankruptcies.

The firm has designed, implemented or consulted on over 250 class actions and bankruptcies and specializes in the most complex and often precedent-setting notice efforts. National and statewide notification programs include asbestos, breast implants, consumer fraud, home siding products, infant formula, polybutylene plumbing, tobacco, antitrust securities and Holocaust claims. The firm has selected and placed over \$135 million in paid legal advertising.

KNC develops advertisements, press materials, Web sites, and other notice materials bridging the gap between litigation complexities and the need for a clear and simple explanation of legal rights. In addition to designing and producing notices in "plain language", all KNC notice programs are fully compliant with Rule 23 of the Federal Rules of Civil Procedure and comparable state guidelines. The firm employs industry-recognized tools of media measurement to quantify the adequacy of the notice for the court.

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RELEVANT CASE EXPERIENCE

KNC has significant notification experience including consumer class actions involving pharmaceuticals.

PHARMACEUTICAL CASES

- *State of Connecticut v. Mylan Laboratories, Inc.*,
MDL 1290, Misc. No. 99-276 (TFH-JMF) (Lorazepam and Clorazepate)
- *In re Buspirone Antitrust Litigation*,
MDL-1413 (S.D.N.Y.) (BuSpar)
- *In re Cardizem CD Antitrust Litigation*,
99-MD-1278 (E.D. Mich.) (Cardizem)
- *State of Ohio v. Bristol-Myers Squibb, Co.*,
1:02-cv-01080 (D.D.C.) (Taxol)

OTHER SELECTED CASES

- *In re Nasdaq Market-Makers Antitrust Litigation*,
No. M21-68 (RWS), 94 Civ. 3996 (RWS), MDL No. 1203 (S.D.N.Y.) (securities)
- *In re Compact Disc Minimum Advertised Price Antitrust Litigation*,
MDL No. 1361 (D. Me.) (prerecorded music products)
- *In re Toys "R" Us Antitrust Litigation*,
MDL No. 1211, Master File No. CV-97-5750 (E.D.N.Y.) (toys and other products)
- *Cox v. Shell Oil Co.*,
No. 199,844 (Tenn. Ch. Ct., Obion County) (polybutylene pipe)
- *Naef v. Masonite*,
No. CV-94-4033 (Ala. Cir. Ct., Mobile County) (hardboard siding)
- *In re Holocaust Victims Assets Litigation*,
No. CV 96-4849 (Consolidated with CV-5161 and CV 97461) (E.D.N.Y.)
- *Ruff, et al. v. Parex, Inc.*,
No. 96-CVS-0059 (N.C. Super. Ct., New Hanover County) (EIFS stucco)
- *Fettke v. McDonald's Corporation*,
Case No. 044109 (Cal. Super. Ct., Marin County) (trans-fatty acids)

TECHNICAL APPROACH

KNC's technical approach is based on its expertise as a leading provider of notice in class actions, knowledge of court-approved notice programs at the state and federal levels and years of experience in designing and implementing legal notification programs both nationally and internationally.

KNC begins by conducting detailed research on the claim that is the subject of the class action and how it is related to a population, its location and temporal characteristics. This information identifies the demographic characteristics of class members – such as age, gender, income, and education level – and the geographic distribution of potential class members. This research provides the parameters for identifying and locating class members and shapes the scope of the notice program.

Specifically, KNC:

- Reviews demographic and product information provided by the client or independently researched and establishes a demographic profile of the target audience. All media selections are based on this profile in order to ensure the highest reach of potential class members and frequency of message exposure.
- Evaluates the effectiveness of media vehicles – consumer magazines, newspapers, specialty publications, broadcast television, radio and the Internet – in reaching the target audience.
- Analyzes publications using syndicated data sources and tools, such as the Audit Bureau of Circulation (ABC) statements, which certify how many readers buy or obtain copies of publications, and MediaMark Research (“MRI”) which measures how many people open or read publications.
- Examines the geographic distribution of potential class members at the level of detail necessary to determine effective geographic coverage.
- Selects media available during the established notice period ensuring timely notice to class members.
- Creates and implements all notice communications, including: published notice, print, audio and video news releases, television and radio spots, Internet advertising and Web sites.
- Ensures that published notices and long form notices are written in “plain language.”
- Uses established advertising relationships to negotiate the deepest available discounts on national advertising and secure optimum placement with respect to the media habits of the target audience.

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- Designs and implements an “earned media” program to further supplement the published notice through print, audio and video news releases and non-paid media outreach. Tracks and verifies all media placements and press stories developed through “earned media.”
- Designs and maintains a Web site to enable class members to access all relevant information including long form notices, claim forms and court documents. Provides registration and email capabilities on the site.
- Integrates all aspects of the notification program with selected claims administrators.
- Provides advice, affidavits, depositions and court testimony with respect to the design and implementation of the notification program.

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SITUATION ANALYSIS

The average wholesale price ("AWP") is the published price used to establish reimbursement rates for drugs industry-wide. Plaintiffs claim that the Defendants control the AWP for their drugs. Specifically, they claim that forty-two drug manufacturers artificially raised and falsely overstated the AWP of over 300 drugs. This resulted in inflated payments by consumers and other entities such as health and welfare plans and health insurers. Defendants deny these allegations.

The Court will conduct a two-phase trial beginning with four of the drug manufacturers. These companies (the "Defendants") are:

AstraZeneca

AstraZeneca
PLC, Zeneca, Inc.
AstraZeneca Pharmaceuticals L.P.
AstraZeneca U.S.

The BMS Group

Bristol-Myers Squibb Co.
Oncology Therapeutics Network Corp.
Apothecon, Inc.

The Johnson & Johnson Group

Johnson & Johnson
Centocor, Inc.
Ortho Biotech
McNeil-PPC, Inc.
Janssen Pharmaceutica Products, L.P.

The Schering Plough Group

Schering-Plough Corporation
Warrick Pharmaceuticals Corporation

Plaintiffs seek monetary compensation and a court order prohibiting the Defendants from inflating the AWP for their drugs.

CLASS DEFINITION

The Classes includes the following:

Class 1: Medicare Part B Co-Payment Class

All natural persons nationwide who made, or who incurred an obligation enforceable at the time of judgment to make, a co-payment based on AWP for a Medicare Part B covered Subject Drug that was manufactured by AstraZeneca (AstraZeneca, PLC, Zeneca, Incl., AstraZeneca Pharmaceuticals L.P., and AstraZeneca U.S.), the BMS Group (Bristol-Myers Squibb Co., Oncology Therapeutics Network Corp., and Apothecon, Inc.), or the Johnson & Johnson Group (Johnson & Johnson, Centocor, Inc., Ortho Biotech, McNeil-PPC, Inc., and Janssen Pharmaceutica Products, L.P.). The states excluded from this Class are: Alabama, Alaska, Georgia, Iowa, Kentucky, Louisiana, Mississippi, Montana and Virginia

Class 2: Third Party Payor MediGap Supplemental Insurance Class

All Third Party Payors who made reimbursements for drugs purchased in Massachusetts, or who made reimbursements for drugs and have their principal place of business in Massachusetts, based on AWP for a Medicare Part B covered Subject Drug that was manufactured by AstraZeneca (AstraZeneca, PLC, Zeneca, Incl., AstraZeneca Pharmaceuticals L.P., and AstraZeneca U.S.), the BMS Group (Bristol-Myers Squibb Co., Oncology Therapeutics Network Corp., and Apothecon, Inc.), the Johnson & Johnson Group (Johnson & Johnson, Centocor, Inc., Ortho Biotech, McNeil-PPC, Inc., and Janssen Pharmaceutica Products, L.P.), or the Schering Plough Group (Schering-Plough Corporation and Warrick Pharmaceuticals Corporation).

Class 3: Consumer and Third Party Payor Class for Medicare Part B Drugs Outside of the Medicare Context, i.e., Medicare Part B Drugs Paid for by Contract

All natural persons who made or who incurred an obligation enforceable at the time of judgment to make a payment for purchases in Massachusetts, all Third Party Payors who made reimbursements based on contracts expressly using AWP as a pricing standard for purchases in Massachusetts, and all Third Party Payors who made reimbursements based on contracts expressly using AWP as a pricing standard and have their principal place of business in Massachusetts, for a physician-administered Subject Drug that was manufactured by AstraZeneca (AstraZeneca, PLC, Zeneca, Incl., AstraZeneca Pharmaceuticals L.P., and AstraZeneca U.S.), the BMS Group (Bristol-Myers Squibb Co., Oncology Therapeutics Network Corp., and Apothecon, Inc.), the Johnson & Johnson Group (Johnson & Johnson, Centocor, Inc., Ortho Biotech, McNeil-PPC, Inc., and Janssen Pharmaceutica Products, L.P.), or the Schering Plough Group (Schering-Plough Corporation and Warrick Pharmaceuticals Corporation). Included within this Class are natural persons who paid coinsurance (i.e., co-payments proportional to the reimbursed amount) for a Subject Drug purchased in Massachusetts, where such coinsurance was based upon

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use of AWP as a pricing standard. Excluded from this Class are any payments or reimbursements for generic drugs that are based on MAC and not AWP.

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PRODUCT BACKGROUND

The first phase of the lawsuit involves the four drug manufacturers and 15 drugs that are used to treat a wide range of medical conditions and diseases. The drugs are used in the treatment of, among others: anemia, arthritis, asthma, blood clots, cancer of the cervix and uterus, heart failure, HIV, Leukemia, lung and testicular cancer, ovarian and stomach cancer, prostate and breast cancer, and shingles. Exhibit 1 lists the drugs by primary and secondary indicators, manufacturers and dosages.

The specific drugs are:

AstraZeneca

Zoladex

BMS Group

Blenoxane

Rubex

Cytosan

Taxol

Etopophos

VePesid

Paraplatin

Johnson & Johnson Group

Procrit

Remicade

Schering-Plough Group

Albuterol

Proventil

Intron A

Temodar

Perphenazine

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NOTICE PLAN OVERVIEW

This plan is submitted by KNC in connection with *In Re Pharmaceutical Industry Average Wholesale Price Litigation*, M.D.L. No. 1456 (CA: 01-CV-12257-PBS) in the District Court of Massachusetts. The plan outlines procedures to provide notice of the certification of this case as a class action consistent with the requirements set forth in Rule 23 of the Federal Rules of Civil Procedure. The Notice Program is directed to all members of the three certified Classes, except the Consumer Class Members in Class 3.

Based upon information provided by Counsel, the results of research on Class Members and their response to media and the media habits of the target audiences, the following four-part notice program is recommended:

- Direct notice by first-class mail to:
 - All Third Party Payors ("TPP") whose names and addresses are readily identifiable.
 - Medicare Part B Beneficiaries who purchased the Covered Drugs during the Class Period, identified and provided by the Centers for Medicare and Medicaid Services ("CMS").
 - All callers to the toll-free information line who request a *Notice of Class Action Pendency* as a result of seeing the Publication Notice.
- Broad published notice through the use of paid media, including consumer magazines and newspaper supplements. Trade publications will be used to supplement the direct notice to TPPs.
- Earned media notice through a press release sent to major national print and electronic outlets and third-party organizations.
- Electronic notice through a dedicated Web site.

The Notice Program calls for different long form and publication notices tailored to either the TPPs or Medicare Part B Beneficiaries. The *Notice of Class Action Pendency* designed specifically for TPPs will be sent to them ("TPP *Notice of Class Action Pendency*"). The *Notice of Class Action Pendency* designed specifically for Medicare Part B Beneficiaries will be directed to them ("Medicare *Notice of Class Action Pendency*"). The Publication Notices will be similarly tailored.

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DIRECT NOTICE

THIRD PARTY PAYORS

Direct mail notice to TPPs will consist of mailing the TPP *Notice of Class Action Pendency* (Exhibit 2) to appropriate identifiable Class Members informing them of their legal rights and how they may participate in or opt-out of the class action. The TPP *Notice of Class Action Pendency* will be sent to:

➤ Appropriate entities likely to be Class Members, in the proprietary TPP Database compiled by Complete Claim Solutions ("CCS"), the class administrator. The Database includes insurance companies, healthcare and welfare funds, employee benefit funds, third-party administrators, pharmacy benefit managers and other record keepers for noticing purposes in TPP class actions. The Database was compiled from contacting, researching and accessing the records of various databases and listings of affiliations, group insurance plans, self-insureds, ERISA funds, pharmacy benefit manager listings, etc. as follows:

- Pharmacy Benefit Management Institute;
- Benefits SourceBook;
- Managed Care Information Centers;
- Judy Diamond Associates;
- AM Best Company;
- Association of Managed Care Providers;
- Society of Professional Benefit Administrators;
- American's Health Insurance Plans;
- Self-Insurance Institute of America; and
- National Association of Insurance Commissioners.

Included in the Database are:

- Approximately 29,000 companies with 100 or more employees that have self-funded (fully or partially) plans, derived from Form 5500 filings;
- 1,356 Third-Party Claim Administrators; and
- 1,300 member companies of American Health Insurance Plans that provide or administer health insurance benefits to over 200 million Americans which represent 90 percent of the managed care market (HMOs, PPOs and POSs, etc.).

The Database is regularly updated with new entries from the above sources as well as TPPs identified through other class action litigations.

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MEDICARE PART B BENEFICIARIES

The Court has subpoenaed the names and addresses of all Medicare Part B Beneficiaries who purchased the Covered Drugs during the Class Period, from CMS. All identifiable Medicare Part B Beneficiaries will be mailed the Medicare *Notice of Class Action Pendency* (Exhibit 2). Mail will be address corrected if returned and re-mailed, if possible.

CALLERS TO THE TOLL-FREE NUMBER

All callers to a toll-free information line who request the either the TPP *Notice of Class Action Pendency* or the Medicare *Notice of Class Action Pendency* will be mailed the requested Notice. A toll-free number for this information line will prominently appear in the Publication Notice. Class Members may also download either Long Form Notice, in PDF format, from the Notice Web site.

PAID MEDIA METHODOLOGY

KNC notice plans directed to unidentified class members (1) identify the demographics of class members and establish a target audience; (2) outline the methodology for selecting the media and other plan elements and how they relate to product usage or exposure; and (3) provide results that quantify for the court the adequacy of the notice based upon recognized tools of media measurement.

In the wake of the Supreme Court's decisions in *Daubert v. Merrell Dow Pharmaceuticals*, 509 U.S. 579 (1993), and *Kumho Tire Company v. Carmichael*, 526 U.S. 137 (1999), the reliability of a notice expert's testimony should be tested against the standards developed within the media industry for determining whether, to what degree and at what frequency a target audience has been reached. In assessing the expert's reliability, the court must determine whether the testifying expert "employs in the courtroom the same level of intellectual rigor that characterizes the practice of an expert in the relevant field," (526 U.S. at 152). That showing would likely require evidence that the expert's data and methodology are similar to that used by professionals in the relevant field.

In keeping with the *Daubert* and *Kumho* rulings, KNC employs the methodology and measurement tools used in the media planning and advertising industry for designing and measuring the adequacy of a paid media program to reach a particular audience.

Choosing a target audience encompassing the characteristics of Class Members is the first step in designing the paid media program. Media vehicles are chosen based on their ability to provide effective and cost efficient reach among the target audience. The selected media vehicles are then measured against the target audience to establish the *reach* of the media program and the *frequency* of exposure to the media vehicles. *Reach* and *frequency* estimates are two of the primary measurements used to quantify the media penetration of a target audience.

- *Reach* is the estimated percentage of a target audience reached one or more times through a specific media vehicle or combination of media vehicles within a given period.
- *Frequency* is the estimated average number of times an audience is exposed to an advertising vehicle carrying the message within a given period of time.

TARGET AUDIENCES

To develop a profile of the demographics and media habits of Medicare Part B Beneficiary Class Members and their heirs, KNC analyzed syndicated data available from the 2005 Doublebase Survey¹ from MediaMark Research, Inc. ("MRI").

MRI is the leading U.S. supplier of multimedia audience research. As a nationally accredited research firm, it provides information to magazines, television, radio, Internet and other media, leading national advertisers and over 450 advertising agencies – including 90 of the top 100 in the United States. MRI's nationally syndicated data are widely used by these companies as the basis for the majority of the media and marketing plans written for advertised brands in the United States.

Specifically, MRI provides data on audience size, composition and other relevant factors pertaining to major media vehicles. MRI presents a single-source measurement of major media, products, services and in-depth consumer demographic and lifestyle characteristics.

Using MRI data, KNC selected two demographics that encompass Medicare Part B Beneficiary Class Members:

- Individuals with medical insurance through Medicare ("Medicare Beneficiaries").
- Adults 18 years of age and older ("Adults 18+"), which encompasses any heirs of Medicare Beneficiaries.

¹ The study, conducted since 1979, surveys persons 18 years of age and older in the contiguous 48 states. MRI conducts more than 26,000 personal interviews with consumers in two waves annually each lasting six months and consisting of 13,000 interviews. Produced annually by MRI, the Doublebase study consists of two full years of data drawn from over 50,000 respondents. Consumer information is recorded on 500 product/service categories, 6,000 brands and various lifestyle activities. Respondents are selected based on the ability to project their responses nationally.

*In Re Pharmaceutical Industry Average Wholesale Price Litigation***DEMOGRAPHICS**

The chart below outlines the overall demographics of the two target audiences:

DEMOGRAPHICS	MEDICARE BENEFICIARIES	ADULTS 18+
Male	42.8%	48.0%
Female	57.2%	52.0%
Age		
18 - 24	2.9%	13.0%
25 - 34	3.4%	18.4%
35 - 44	3.9%	20.7%
45 - 54	6.6%	19.0%
55 - 64	10.8%	12.8%
65+	72.4%	16.1%
Education		
Graduated/Attended College	35.9%	51.9%
Graduated High School	38.7%	31.8%
Household Income		
Under \$10,000	10.2%	6.2%
\$10,000 - \$29,999	42.0%	21.7%
\$30,000 - \$49,999	23.9%	20.9%
\$50,000 - \$74,999	13.9%	20.2%
\$75,000 - \$99,999	5.4%	13.1%
\$100,000+	4.7%	18.1%
Ethnicity		
Caucasian	84.0%	77.9%
African-American	11.0%	11.4%
Hispanic	5.7%	12.2%
Asian	1.2%	2.5%
Location²		
A & B Counties	61.4%	71.1%
C & D Counties	38.6%	28.9%

² A Counties, as defined by A.C. Nielsen Company, are all counties belonging to the 25 largest metropolitan areas. These metro areas correspond to the MSA (Metropolitan Statistical Area) and include the largest cities and consolidated areas in the United States. B Counties, as defined by A.C. Nielsen Company, are all counties not included under A that are either over 150,000 population or in a metro area over 150,000 population according to the latest census. C Counties, as defined by A.C. Nielsen Company, are all counties not included under A or B that either have over 40,000 population or are in a metropolitan area of over 40,000 population according to the late census. D Counties are, essentially, rural counties in the Nielsen classification system of A, B, C, D counties.

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As indicated in the chart above:

AGE

- Medicare Beneficiaries are considerably older than the general population of Adults 18+. 72.4% of Medicare Beneficiaries are 65 years of age and older. 71.1% of the general population consists of adults 18 – 54 years of age.

INCOME

- 10.1% of Medicare Beneficiaries have an income of \$75,000+ while 31.1% of Adults 18+ have an income of \$75,000+. 52.2% of Medicare Beneficiaries have an income under \$30,000 as compared to 27.9% of Adults 18+.

EDUCATION

- Adults 18+, as a whole, are more educated than Medicare Beneficiaries. 51.9% of Adults 18+ attended or graduated college while 35.9% of Medicare Beneficiaries attended or graduated college.

GENDER

- Medicare Beneficiaries include a higher percentage of women than Adults 18+.

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PAID MEDIA PROGRAM

As indicated, direct notice will be provided to all identifiable TPPs and Medicare Part B Beneficiaries. To supplement the TPP direct notice, ad placements in trade publications directed to TPPs will be used.

To reach unidentifiable Medicare Part B Beneficiaries and heirs, KNC recommends the use of measurable paid media. Paid media advertising is guaranteed to appear, allowing for control of the content, timing and positioning of the message, making it an invaluable part of any notice campaign. Newspapers, consumer magazines, television, radio and the Internet, among other sources, offer paid media opportunities.

In considering which media to use for this case, KNC evaluated the cost-effectiveness, exposure opportunities and reach potential of each media type. Television was not selected due to its high cost. Radio is a frequency medium best used locally. Print media was selected because of its widespread use, and its value as a credible and tangible information source which allows for extended body copy.

In choosing which placements would be best for this case, KNC reviewed all available consumer publications for the compatibility of the editorial and the creative message. Consumer magazines and newspaper supplements offer efficient and cost-effective vehicles for reaching all demographic segments of the population. Given the broad scope of the Class in this notice program and the demographics and media habits of the target audiences, consumer magazines and newspaper supplements are recommended.

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NEWSPAPER SUPPLEMENTS

Parade and *USA Weekend*, inserts known as newspaper supplements, are carried in weekend or weekly editions of 969 newspapers reaching every media major market in the country (seven newspapers carry more than one supplement). These magazines, published on newsprint, contain articles written for broad, general appeal and they encourage readership through brevity. Issues are typically less than 30 pages. For this Notice Program, newspaper supplements are recommended because of their broad geographic and demographic reach capability. They provide coverage in all 50 states and the District of Columbia. (See Exhibit 3.)

KNC recommends the following activity:



- A half-page ad (4-5/8" x 10-3/4") will be placed once in *Parade*, with an estimated circulation of 33,900,000.
 - *Parade* is carried in the Sunday edition of 368 daily newspapers and is the highest circulating magazine in the world. Carrier newspapers serve major urban and suburban markets in the U.S.
 - The average issue of *Parade* is read by 40.7% of Medicare Beneficiaries and 36.8% of Adults 18+.
-



- A half-page ad (4-5/8" x 10-3/4") will be placed twice in *USA Weekend*, with an estimated circulation of 23,300,000.
 - *USA Weekend* is inserted in the weekend edition of 608 daily newspapers in major markets complementing the U.S. markets served by *Parade*.
 - The average issue of *USA Weekend* is read by 27.3% of Medicare Beneficiaries and 23.7% of Adults 18+.
-

In Re Pharmaceutical Industry Average Wholesale Price Litigation

CONSUMER MAGAZINES

Thousands of consumer magazines offer national advertising opportunities. Most adults read one or more magazines during an average month and nearly three out of five adults read or look into a magazine daily. Additionally, magazines published weekly quickly accumulate readership and provide timely and efficient notice to readers. The specific consumer magazines listed below were chosen because collectively they provide excellent reach of consumers.

KNC recommends the following activity:



- A full-page ad (4-5/16" x 6-1/2") will be placed once in *Jet*, with an estimated circulation of 900,000.
 - Published weekly, *Jet* is the leading newsweekly for the African-American community, combining national and global news with issues and information specific to the African-American community.
 - Approximately 64% of *Jet* readers graduated college and approximately 46% of readers have a household income of \$40,000+.
-



- A full-page ad (5-3/4" x 9") will be placed once in *National Geographic*, with an estimated circulation of 5,250,000.
 - *National Geographic* is published monthly and provides coverage encompassing people and places of the world. Major topics include culture, nature, geography, ecology, science and technology.
 - *National Geographic* readers spend an average of 56 minutes with each issue and tend to be educated and upper-income.
-

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- A full-page ad (7" x 10") will be placed twice in *People*, with an estimated circulation of 3,400,000.
 - *People* covers contemporary personalities in entertainment, politics, business and other current events.
 - Approximately 71% of *People* readers are female and approximately 71% are age 18-49.
 - The average issue of *People* is passed-along to 10.9 or more different people.
-



- A full-page ad (4-3/4" x 6-3/4") will be placed once in *Reader's Digest*, with an estimated circulation of 10,000,000.
 - *Reader's Digest* is a monthly compendium of selected excerpts from other publications as well as original pieces.
 - *Reader's Digest* readers skew female and older with 61% women readers and 52% over the age of 50.
-

Selecciones

- A full-page ad (4-3/4" x 6-3/4") will be placed once in *Selecciones*, with an estimated circulation of 356,000.
 - *Selecciones* is the world's leading Spanish-language magazine that combines editorial written specifically for the Hispanic market with articles from *Reader's Digest*.
-

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TRADE PUBLICATIONS

Selected trade publications will be used to supplement the direct mail notice to TPPs as follows:

National Underwriter



- A full-page ad (7" x 10") placed once in *National Underwriter Life & Health*, with an estimated circulation of 41,200.
 - With a pass-along rate of 1.7 readers per copy, approximately 70,000 agents and brokers read the publication weekly. This includes 20,700 insurance company executives.
 - *National Underwriter Life & Health* is the only weekly magazine serving the life, health and financial services market. It contains news and feature articles to help agents better understand products and markets, and insurance company executives identify new business opportunities. Topics covered include agency management, taxes, legislation, executive benefits, retirement planning and profitable sales ideas.
-

HR Magazine

- A full-page ad (8" x 10-7/8") placed once in *HR Magazine*, with an estimated circulation of 194,600.
 - *HR Magazine* is the official publication of the Society for Human Resource Management. It is written for human resources professionals and executives and to further the professional aims of both the Society and the human resource management profession. The publication features new approaches and innovative best practices in all areas of HR management and informs on new models of ways of thinking. It is designed as a forum for trends and legal issues as well as new concepts used by human resources management professionals. It has the highest readership of any human resources publication.
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In Re Pharmaceutical Industry Average Wholesale Price Litigation**PRINT READERSHIP**

Readership includes both primary readers and pass-along readers. Primary readers purchased a publication or are members of a household where the publication was purchased. Pass-along readers are those who read the publication outside the home, in places such as a doctor's or dentist's office. The table below indicates the number of readers in each of the target audiences of an average issue of the magazine:

PUBLICATION	INSERTIONS	MEDICARE BENEFICIARIES	ADULTS 18+
<i>Jel</i>	1	670,000	8,134,000
<i>National Geographic</i>	1	3,311,000	31,774,000
<i>Parade Carrier Newspapers</i>	1	8,712,000	78,572,000
<i>People</i>	2	2,636,000	37,562,000
<i>Reader's Digest</i>	1	5,987,000	40,319,000
<i>Selecciones*</i>	1	n/a	n/a
<i>USA Weekend Carrier Newspapers</i>	1	6,151,000	50,537,000

**Selecciones* is not measured by MRI and cannot be estimated with a prototype. Therefore, its contribution to the overall reach of the media is not calculated.

In Re Pharmaceutical Industry Average Wholesale Price Litigation**NATIONAL MEDIA DELIVERY**

The paid media program outlined above is designed to deliver the following estimated reach and frequency measurements³:

- An estimated 73.6%⁴ of Medicare Beneficiaries will be reached with an average estimated frequency of 1.9 times, delivering 30,104,000 gross impressions⁵.
- An estimated 71.6% of Adults 18+ will be reached with an average estimated frequency of 1.9 times, delivering 284,460,000 gross impressions.

The paid media program provides Class Members with multiple exposure opportunities to media vehicles carrying the Publication Notice.

TARGET	% OF TARGET REACHED	AVERAGE FREQUENCY	GROSS IMPRESSIONS
Medicare Beneficiaries	73.6%	1.9	30,104,000
Adults 18+	71.6%	1.9	284,460,000

The reach of *Selecciones* is not included in these estimates. In combination with direct mail to Medicare Part B Beneficiaries, it is likely that the reach of the Medicare Beneficiaries target audience will be well above 85.0%.

The proposed Notice Program Schedule is attached as Exhibit 4.

³ MRI is a sample-based survey. Therefore, estimates of audience and/or demographics from these surveys are subject to sampling and non-sampling error. The use of mathematical values from those surveys should not be regarded as a representation that they are exact to the precise mathematical value stated.

⁴ The readership estimates for *Parade* and *USA Weekend* are reflective of the broader readership measurement of the newspaper carrier groups into which these supplements are inserted. A recent custom study conducted by MRI indicates that the actual readership of the supplements is less than that of the carrier papers. While this study provided directional insight into the audience, the data provided is highly variable and insufficient for use in specific computation of reach and frequency. Therefore, the use of carrier paper readership for the newspaper supplements remains the accredited methodology and standard of the industry according to MRI and the Media Research Council.

⁵ Gross impressions are the total number of times a media vehicle containing the Publication Notice is seen. This is a duplicated figure, as some viewers (readers) will see several media vehicles (publications) that contain the Publication Notice.

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NOTICE DESIGN

PRINT DESIGN

The plain language Publication Notices, specifically tailored to either the TPPs or Medicare Part B Beneficiaries, have been designed to alert Class Members to the litigation through the use of a bold headline (Exhibit 5). This headline will enable Class Members to quickly determine if they are potentially affected by the litigation. Plain language text provides important information regarding the subject of the litigation, the Class definition and the legal rights available to Class Members.

Each advertisement will prominently feature a toll-free number, Web site and mailing addresses for Class Members to obtain the Long Form Notice and other information. The design of the Publication Notice takes into account empirical research developed over the past 30 years about how people read and assimilate information.

Recent revisions to Rule 23(c)(2) of the Federal Rules of Civil Procedure require class action notices to be written in "plain, easily understood language." KNC drafts and places plain language ads fully compliant with this revision. The firm maintains a strong commitment to adhering to the plain language requirement while drawing on its experience and expertise to draft notices that effectively communicate with class members.

Every Publication Notice in consumer magazines will be page dominant, increasing visibility to Class Members. Half-page ads will be used in newspaper supplements, two-thirds page and full-page ads will be used in consumer magazines and full-page ads will be used in trade publications. After reviewing the content and special sections of each publication, the best possible position will be negotiated for placement of the Publication Notice.

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EARNED MEDIA

The thrust of the earned media program is to amplify the notice to Class Members through the use of free media. The earned media portion of this notice program will augment the paid media plan developed to reach the Class. The third-party endorsement from reliable sources such as the news media can add immeasurable value to outreach efforts.

Outreach to print and electronic media will focus primarily on key daily newspapers, wire services, newspaper bureaus nationally and major television and radio outlets.

A press release will be distributed on US Newswire's Full National Circuit reaching over 2,000 media outlets. The press release will highlight the toll-free telephone number and Web site address that Class Members can call or visit for complete information.

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THIRD-PARTY NOTICE

KNC identified 21 organizations that provide information on diseases and conditions for which some of the Defendants drugs are used. Exhibit 6 lists the primary indicator categories for which we were able to locate viable third-party organizations, the name of the organization and their communication vehicles. These organizations have online newsletters, trade publications, magazines and Web sites.

A press release will be sent to these organizations requesting them to disseminate the notice information to their constituencies. Follow-up phone calls will be made to encourage their participation in the notice efforts.

INFORMATIONAL WEB SITE

An informational interactive Web site is a critical component of the Notice campaign. The URL is a constant information source instantly accessible to millions. The informational Web site utilizes the Internet's ability to serve as a key distribution channel and customer service bureau. Combining clean site design, consistent site navigation clues and built-in flexibility, the Web site provides Class Members with easy access to the details of the litigation.

CLEAN DESIGN

The site is cleanly designed for ease of use and comprehension. Web pages on the site are simple, containing words, icons, documents and images.

A directory located in a column on the left-hand side of the page provides links to the information available on the Web site. These can include "Court Documents," "Long Form Notice," and "Questions/Links." The Web site can also feature a "Frequently Asked Questions" section answering commonly asked questions. If necessary, it will also provide a toll-free number for individuals seeking additional information and the address or email of Class Counsel,

CONSISTENT NAVIGATION CUES

Wherever the user goes from the homepage to another part of the site, links to the homepage and subsections remain on the left side of all pages, while the case title and cite remains fixed on top.

BUILT-IN FLEXIBILITY

Though simply designed, the Web site is not restrictive. The site's basic architecture enables updates and new features to be added quickly.

In Re Pharmaceutical Industry Average Wholesale Price Litigation

TOLL-FREE TELEPHONE SUPPORT

A toll-free interactive voice response system (IVR) will be established to service Class Members calling as a result of seeing the published notice. Callers requesting the *Notice of Class Action Pendency* will be prompted to input the telephone number of the residence where they would like to receive the Notice.

The system uses an address look-up database to locate the corresponding address of the resident. A portion of the address will be read back to the caller for address verification. For successful look-ups, the caller will be asked to speak the Class Member's full name and to spell the last name. If the look-up fails, is incorrect, or the call is placed from a rotary dial telephone, the caller will be prompted to speak the potential Class Member's name, address and telephone number.

The IVR system will provide an option for callers to speak to a live operator.

EXHIBIT 3

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
AK	Anchorage	<i>Daily News</i>	77,961	Parade Magazine
AK	Fairbanks	<i>News-Miner</i>	20,926	Parade Magazine
AK	Juneau	<i>Empire</i>	5,831	USA Weekend
AK	Kenai	<i>Peninsula Clarion</i>	6,163	USA Weekend
AL	Alexander City	<i>Outlook</i>	3,736	Parade Magazine
AL	Anniston	<i>Star</i>	26,552	Parade Magazine
AL	Birmingham	<i>News</i>	185,484	Parade Magazine
AL	Cullman	<i>Times</i>	11,174	USA Weekend
AL	Decatur	<i>Daily</i>	25,191	Parade Magazine
AL	Dothan	<i>Eagle</i>	35,025	USA Weekend
AL	Florence	<i>Times Daily</i>	32,834	Parade Magazine
AL	Gadsden	<i>Times</i>	23,588	Parade Magazine
AL	Huntsville	<i>Times</i>	75,288	Parade Magazine
AL	Jasper	<i>Mountain Eagle</i>	10,795	USA Weekend
AL	Mobile	<i>Register</i>	116,319	Parade Magazine
AL	Montgomery	<i>Advertiser</i>	59,081	USA Weekend
AL	Opelika	<i>News</i>	15,310	USA Weekend
AL	Selma	<i>The Selma Times-Journal</i>	6,985	Parade Magazine
AL	Talladega	<i>Daily Home</i>	9,697	Parade Magazine
AL	Tuscaloosa	<i>News</i>	36,090	Parade Magazine
AR	Blytheville	<i>Courier News</i>	3,403	Parade Magazine
AR	Conway	<i>Log Cabin Democrat</i>	11,628	USA Weekend
AR	El Dorado	<i>South Arkansas Sunday News</i>	15,479	USA Weekend
AR	Fort Smith	<i>Southwest Times Record</i>	43,461	USA Weekend
AR	Harrison	<i>Times</i>	10,500	USA Weekend
AR	Hot Springs	<i>Sentinel - Record</i>	18,500	USA Weekend
AR	Jonesboro	<i>Sun</i>	22,957	USA Weekend
AR	Little Rock	<i>Arkansas Democrat-Gazette</i>	279,485	Parade Magazine
AR	Mountain Home	<i>Baxter Bulletin</i>	11,457	USA Weekend
AR	Paragould	<i>Press</i>	4,544	USA Weekend
AR	Pine Bluff	<i>Commercial</i>	19,021	USA Weekend
AR	Russellville	<i>Courier</i>	11,393	USA Weekend
AR	Searcy	<i>Citizen</i>	5,894	USA Weekend
AR	Springdale	<i>Morning News of Northwest Arkansas</i>	40,067	USA Weekend
AZ	Bullhead City	<i>Mohave Valley Daily News</i>	10,385	USA Weekend
AZ	Casa Grande	<i>Dispatch</i>	9,391	USA Weekend
AZ	Douglas	<i>Dispatch</i>	2,065	USA Weekend
AZ	Flagstaff	<i>Arizona Daily Sun</i>	12,200	Parade Magazine
AZ	Kingman	<i>Miner</i>	9,218	USA Weekend
AZ	Lake Havasu City	<i>News-Herald</i>	13,192	USA Weekend
AZ	Mesa	<i>Tribune</i>	88,115	Parade Magazine
AZ	Phoenix	<i>Arizona Republic</i>	574,798	USA Weekend
AZ	Prescott	<i>Courier</i>	20,069	USA Weekend
AZ	Sierra Vista	<i>Herald</i>	10,489	USA Weekend
AZ	Sun City	<i>News-Sun</i>	17,490	USA Weekend
AZ	Tucson	<i>Star</i>	174,427	USA Weekend
AZ	Tucson	<i>Arizona Daily Star</i>	174,427	Parade Magazine
AZ	Yuma	<i>Daily Sun</i>	26,014	Parade Magazine
CA	Auburn	<i>Journal</i>	12,164	USA Weekend
CA	Bakersfield	<i>Californian</i>	74,990	Parade Magazine
CA	Barstow/Victorville	<i>Desert Dispatch/Press</i>	42,574	USA Weekend
CA	Benicia	<i>Herald</i>	3,820	USA Weekend
CA	Chico	<i>Enterprise-Record</i>	33,368	USA Weekend

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
CA	Davis	Enterprise	9,912	USA Weekend
CA	El Centro	Imperial Valley Press	14,158	USA Weekend
CA	Eureka	Times - Standard	20,933	USA Weekend
CA	Fairfield	Republic	20,638	USA Weekend
CA	Fresno	Bee	192,203	Parade Magazine
CA	Grass Valley	Union	16,405	USA Weekend
CA	Hanford	Sentinel	13,366	USA Weekend
	Hayward-Fremont-Newark-			
CA	Pleasanton	ANG Newspapers	116,761	USA Weekend
CA	Lakeport	Lake County Record Bee	8,317	USA Weekend
CA	Lodi	News Sentinel	17,143	USA Weekend
CA	Lompoc-Santa Maria	Record-Times	25,511	USA Weekend
CA	Los Angeles	Times	1,253,849	Parade Magazine
CA	Los Angeles	Daily News	200,065	USA Weekend
CA	Los Angeles County	Breeze	70,225	USA Weekend
CA	Los Angeles County	Press Telegram	105,538	USA Weekend
CA	Los Angeles County	Star News-Valley Tribune-Daily News	101,550	USA Weekend
CA	Madera	Tribune	4,978	USA Weekend
CA	Marin County	Independent Journal	40,288	USA Weekend
CA	Marysville	Appeal - Democrat	22,329	USA Weekend
CA	Merced	Sun-Star	19,366	USA Weekend
CA	Modesto	Bee	90,626	Parade Magazine
CA	Monterey	County Herald	34,692	Parade Magazine
CA	Napa	Napa Valley Register	18,177	USA Weekend
CA	Oakland	Oakland Tribune	65,339	USA Weekend
CA	Oceanside/Escondido	North County Times	94,472	Parade Magazine
CA	Ontario	Bulletin	73,517	USA Weekend
CA	Palm Springs	The Desert Sun	58,594	USA Weekend
CA	Palmdale	Antelope Valley Press	32,582	USA Weekend
CA	Porterville	Recorder	9,909	USA Weekend
CA	Red Bluff	News	7,179	USA Weekend
CA	Redding	Record Searchlight	39,297	Parade Magazine
CA	Redlands	Redlands Daily Facts	7,405	USA Weekend
CA	Riverside	Press-Enterprise	185,060	Parade Magazine
CA	Sacramento	Bee	341,157	Parade Magazine
CA	Salinas	Californian	19,549	USA Weekend
CA	San Bernardino	Sun	78,221	USA Weekend
CA	San Diego	Union-Tribune	441,107	Parade Magazine
CA	San Francisco	Chronicle	510,844	Parade Magazine
CA	San Jose	Mercury News	277,632	Parade Magazine
CA	San Luis Obispo	Tribune	45,504	Parade Magazine
CA	San Mateo	County Times	37,888	USA Weekend
CA	Santa Ana	Orange County Register	363,907	Parade Magazine
CA	Santa Barbara	News-Press	44,616	USA Weekend
CA	Santa Cruz	County Sentinel	26,352	USA Weekend
CA	Santa Rosa	Press Democrat	91,386	Parade Magazine
CA	Stockton	Record	70,580	Parade Magazine
CA	Tulare-Visalia	Advance Register-Times Delta	32,625	USA Weekend
CA	Ukiah	Journal	8,125	USA Weekend
CA	Vacaville	Reporter	19,643	USA Weekend
CA	Vallejo	Times-Herald	22,412	USA Weekend
CA	Ventura County	Star f	101,954	Parade Magazine
CA	Walnut Creek	Contra Costa Times	197,423	Parade Magazine

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
CA	Watsonville	Register-Pajaronian	6,559	USA Weekend
CA	Woodland	Democrat	10,218	USA Weekend
CO	Boulder	Sunday Camera	38,708	Parade Magazine
CO	Canon	Daily Record	8,076	USA Weekend
CO	Colorado Springs	Gazette	109,384	Parade Magazine
CO	Denver	Post & Rocky Mountain News	735,621	Parade Magazine
CO	Denver	Post/Rocky Mountain News	735,621	USA Weekend
CO	Durango	Herald	15,220	USA Weekend
CO	Fort Collins	Coloradoan	33,872	USA Weekend
CO	Glenwood Springs	Western Slope	2,100	Parade Magazine
CO	Grand Junction	Sentinel	33,624	Parade Magazine
CO	Greeley	Tribune	27,026	USA Weekend
CO	Longmont	Times-Call	22,426	USA Weekend
CO	Loveland	Reporter-Herald	18,296	USA Weekend
CO	Montrose	Press	5,386	USA Weekend
CO	Pueblo	Chieftan	53,397	Parade Magazine
CT	Danbury	News-Times	35,838	Parade Magazine
CT	Fairfield	County Post	90,203	USA Weekend
CT	Hartford	Courant	265,249	USA Weekend
CT	Manchester	Journal Inquirer	43,836	Parade Magazine
CT	Manchester	Journal Inquirer	41,813	USA Weekend
CT	Meriden	Record-Journal	21,721	USA Weekend
CT	New Britain	Herald	26,787	USA Weekend
CT	New Haven	Register	96,317	USA Weekend
CT	New London	Day	44,751	Parade Magazine
CT	Norwalk	Hour	14,416	USA Weekend
CT	Norwich	Bulletin	30,170	USA Weekend
CT	Stamford/Greenwich	Advocate/Times	39,309	Parade Magazine
CT	Torrington	Register-Citizen	7,754	USA Weekend
CT	Waterbury	Republican-American	63,681	Parade Magazine
DC	Suburban Washington	Examiner	246,100	USA Weekend
DC	Washington	Post	1,000,565	Parade Magazine
DC	Washington	Times	80,377	USA Weekend
DE	Dover	Delaware State News	29,308	Parade Magazine
DE	Wilmington	News Journal	137,849	USA Weekend
FL	Boca Raton	News	14,840	USA Weekend
FL	Bradenton	Herald	56,228	USA Weekend
FL	Brooksville	Hernando Today	5,228	USA Weekend
FL	Charlotte Harbor/Venice			
FL	Beach	Sun/Gondalier Sun	54,743	USA Weekend
FL	Crystal River	Citrus County Chronicle	32,112	USA Weekend
FL	Daytona Beach	News-Journal	128,312	USA Weekend
FL	Fort Lauderdale	South Florida Sun-Sentinel	359,772	USA Weekend
FL	Fort Myers	News-Press	121,163	USA Weekend
FL	Fort Walton Beach	Northwest Florida News	47,884	Parade Magazine
FL	Gainesville	Sun	53,933	Parade Magazine
FL	Jacksonville	Times-Union	227,391	USA Weekend
FL	Lake City	Reporter	8,632	Parade Magazine
FL	Lakeland	Ledger	94,351	Parade Magazine
FL	Leesburg	Commercial	27,835	USA Weekend
FL	Marianna	Jackson County Floridan	7,060	USA Weekend
FL	Melbourne	Today	107,254	USA Weekend
FL	Miami	El Nuevo Herald	99,684	Parade Magazine

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
FL	Miami	<i>Herald</i>	429,697	Parade Magazine
FL	Naples	<i>News</i>	81,842	Parade Magazine
FL	Ocala	<i>Star-Banner</i>	55,714	Parade Magazine
FL	Orlando	<i>Sentinel</i>	368,562	Parade Magazine
FL	Panama City	<i>News-Herald</i>	35,937	USA Weekend
FL	Pensacola	<i>News Journal</i>	78,286	USA Weekend
FL	Sarasota	<i>Herald-Tribune</i>	145,112	Parade Magazine
FL	Sebring	<i>Highlands Today</i>	20,445	USA Weekend
FL	St. Augustine	<i>Record</i>	18,293	USA Weekend
FL	St. Petersburg	<i>Times</i>	432,231	Parade Magazine
FL	Tallahassee	<i>Democrat</i>	66,828	USA Weekend
FL	Tampa	<i>Tribune</i>	315,407	Parade Magazine
FL	The Villages	<i>The Villages Daily Sun</i>	31,030	USA Weekend
FL	Treasure Coast	<i>News-Press-Tribune</i>	117,953	Parade Magazine
FL	West Palm Beach	<i>Post</i>	217,634	Parade Magazine
FL	Winter Haven	<i>News-Chief</i>	8,483	USA Weekend
GA	Albany	<i>Sunday</i>	25,930	USA Weekend
GA	Americus	<i>Times-Recorded</i>	6,511	Parade Magazine
GA	Athens	<i>Banner Herald and News</i>	31,606	USA Weekend
GA	Atlanta	<i>Journal-Constitution</i>	610,338	Parade Magazine
GA	Augusta	<i>Chronicle</i>	95,084	USA Weekend
GA	Canton	<i>Cherokee Tribune</i>	5,874	USA Weekend
GA	Carrollton	<i>Times-Georgian</i>	8,462	USA Weekend
GA	Columbus	<i>Ledger-Enquirer</i>	58,189	Parade Magazine
GA	Cordele	<i>Dispatch</i>	4,800	Parade Magazine
GA	Dalton	<i>Citizen-News</i>	12,289	USA Weekend
GA	Douglasville	<i>County Sentinel</i>	3,936	USA Weekend
GA	Dublin	<i>Courier-Herald</i>	10,001	USA Weekend
GA	Gainesville	<i>Times</i>	21,843	USA Weekend
GA	Griffin	<i>News</i>	8,282	USA Weekend
GA	Jonesboro	<i>News Daily</i>	3,364	USA Weekend
GA	Lawrence-Conyers	<i>Sunday Citizen-Daily Post</i>	113,427	USA Weekend
GA	Macon	<i>Telegraph</i>	82,623	Parade Magazine
GA	Marietta	<i>Journal</i>	17,759	USA Weekend
GA	McDonough	<i>Daily Herald</i>	3,199	USA Weekend
GA	Milledgeville	<i>Union-Recorder</i>	7,289	USA Weekend
GA	Moultrie	<i>Observer</i>	6,595	Parade Magazine
GA	Newnan	<i>Times - Herald</i>	10,400	USA Weekend
GA	Rome	<i>News Tribune</i>	19,783	Parade Magazine
GA	Savannah	<i>Morning News</i>	67,360	USA Weekend
GA	Statesboro	<i>Herald</i>	7,618	Parade Magazine
GA	Thomasville	<i>Times-Enterprise</i>	9,386	Parade Magazine
GA	Tifton	<i>Gazette</i>	8,757	Parade Magazine
GA	Valdosta	<i>Daily Times</i>	19,017	Parade Magazine
HI	Hilo	<i>Tribune-Herald</i>	22,996	USA Weekend
HI	Honolulu	<i>Star-Bulletin</i>	61,849	Parade Magazine
HI	Honolulu	<i>Advertiser</i>	163,446	USA Weekend
HI	Kailua-Kona	<i>West Hawaii Today</i>	16,782	USA Weekend
HI	Lihue	<i>Garden Island</i>	9,372	USA Weekend
HI	Wailuku	<i>Maui News</i>	26,835	Parade Magazine
IA	Ames	<i>Tribune</i>	13,120	Parade Magazine
IA	Burlington	<i>Hawk Eye</i>	20,373	Parade Magazine
IA	Cedar Rapids	<i>Gazette</i>	76,978	Parade Magazine

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
IA	Clinton	<i>Herald</i>	12,356	USA Weekend
IA	Council Bluffs	<i>Nonpareil</i>	19,287	USA Weekend
IA	Davenport-Bettendorf	<i>Quad City Times</i>	70,051	Parade Magazine
IA	Des Moines	<i>Register</i>	239,367	USA Weekend
IA	Dubuque-East Dubuque	<i>Telegraph-Herald</i>	34,015	USA Weekend
IA	Fort Dodge	<i>Messenger</i>	19,427	Parade Magazine
IA	Iowa City	<i>Press-Citizen</i>	16,505	USA Weekend
IA	Marshalltown	<i>Times-Republican</i>	10,787	Parade Magazine
IA	Mason City	<i>Globe-Gazette</i>	23,035	Parade Magazine
IA	Sioux City	<i>Journal</i>	41,921	USA Weekend
IA	Waterloo	<i>Courier</i>	51,379	Parade Magazine
ID	Boise	<i>Idaho Statesman</i>	85,552	USA Weekend
ID	Coeur d'Alene	<i>Press</i>	30,700	USA Weekend
ID	Idaho Falls	<i>Post-Register</i>	26,104	Parade Magazine
ID	Lewiston-Clarkson	<i>Tribune</i>	25,852	Parade Magazine
ID	Nampa-Caldwell	<i>Idaho Press Tribune</i>	20,866	Parade Magazine
ID	Pocatello	<i>Idaho State Journal</i>	18,017	Parade Magazine
ID	Rexburg	<i>Standard Journal</i>	4,722	USA Weekend
ID	Twin Falls	<i>Times-News</i>	20,382	Parade Magazine
IL	Alton-East Alton-Wood River	<i>Telegraph</i>	27,559	USA Weekend
IL	Aurora	<i>Beacon News</i>	28,946	USA Weekend
IL	Belleville	<i>News-Democrat</i>	64,984	Parade Magazine
IL	Benton	<i>News</i>	2,853	USA Weekend
IL	Bloomington	<i>Pantagraph</i>	49,329	Parade Magazine
IL	Carbondale	<i>Southern Illinoisan</i>	36,770	Parade Magazine
IL	Centralia-Central City	<i>Sentinel</i>	14,483	Parade Magazine
IL	Champaign	<i>News-Gazette</i>	47,019	Parade Magazine
IL	Charleston	<i>Time-Courier</i>	6,866	USA Weekend
IL	Chicago	<i>Tribune</i>	953,814	Parade Magazine
IL	Chicago	<i>Sun-Times</i>	320,371	USA Weekend
IL	Chicago Suburban	<i>Herald</i>	149,179	USA Weekend
IL	Chicago Suburban	<i>Southtown</i>	55,977	USA Weekend
IL	Crystal Lake	<i>Northwest Herald</i>	38,545	USA Weekend
IL	Danville	<i>Commercial News</i>	16,530	USA Weekend
IL	Decatur	<i>Herald and Review</i>	44,176	Parade Magazine
IL	DeKalb	<i>Daily Chronicle</i>	10,456	Parade Magazine
IL	DuQuoin	<i>Call</i>	3,700	USA Weekend
IL	Effingham	<i>Daily News</i>	12,525	USA Weekend
IL	Eldorado	<i>Journal</i>	1,140	USA Weekend
IL	Elgin	<i>Courier News</i>	15,400	USA Weekend
IL	Freeport	<i>Journal-Standard</i>	13,527	Parade Magazine
IL	Galesburg	<i>Register-Mail</i>	14,059	Parade Magazine
IL	Geneva	<i>Kane County Chronicle</i>	14,414	USA Weekend
IL	Harrisburg	<i>Register</i>	4,580	USA Weekend
IL	Jacksonville	<i>Journal-Courier</i>	14,334	USA Weekend
IL	Joliet	<i>Herald News</i>	44,219	USA Weekend
IL	Kankakee	<i>Journal</i>	31,392	USA Weekend
IL	La Salle-Peru-Oglesby	<i>Spring Valley News-Tribune</i>	17,601	USA Weekend
IL	Macomb	<i>Journal</i>	5,077	USA Weekend
IL	Marion	<i>Republican</i>	3,880	USA Weekend
IL	Mattoon	<i>Journal Gazette</i>	11,105	USA Weekend
IL	Morris	<i>Daily Herald</i>	7,574	USA Weekend

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
IL	Mount Vernon	Register News	9,700	USA Weekend
IL	Naperville	Sun	18,292	USA Weekend
IL	Pekin	Daily Times	9,034	USA Weekend
IL	Peoria	Journal-Star	86,751	Parade Magazine
IL	Pontiac	Leader	4,269	USA Weekend
IL	Quincy	Herald-Whig	27,837	Parade Magazine
IL	Rock Island-Moline-East Moline	Argus-Dispatch	48,188	USA Weekend
IL	Rockford	Register Star	75,453	USA Weekend
IL	Springfield	State Journal-Register	64,420	Parade Magazine
IL	Sterling-Rock Falls	Sauk Valley Sunday	21,278	USA Weekend
IL	Waukegan	News Sun	22,924	USA Weekend
IL	West Frankfort	American	2,163	USA Weekend
IN	Anderson	Herald Bulletin	24,899	Parade Magazine
IN	Angola	Herald-Republican	4,632	USA Weekend
IN	Auburn	Star	6,546	USA Weekend
IN	Bloomington-Bedford	Times	43,638	Parade Magazine
IN	Bluffton	News Banner	5,083	USA Weekend
IN	Columbus	Republic	20,931	USA Weekend
IN	Crawfordsville	Journal Review	8,602	USA Weekend
IN	Elkhart	Truth	28,698	USA Weekend
IN	Evansville	Courier & Press	89,893	Parade Magazine
IN	Fort Wayne	Journal-Gazette	128,058	Parade Magazine
IN	Frankfort	The Times	5,909	USA Weekend
IN	Franklin	Journal	17,661	USA Weekend
IN	Ft. Wayne	Journal-Gazette	34,830	USA Weekend
IN	Greenfield	Reporter	10,366	USA Weekend
IN	Indianapolis	Star	357,284	USA Weekend
IN	Jasper	Herald	12,708	USA Weekend
IN	Kendallville	News Sun	8,196	USA Weekend
IN	Kokomo	Tribune	22,920	Parade Magazine
IN	Lafayette	Journal and Courier	36,843	USA Weekend
IN	Logansport	Pharos-Tribune	9,941	Parade Magazine
IN	Marion	Chronicle-Tribune	19,599	USA Weekend
IN	Merriville	Post-Tribune	73,296	USA Weekend
IN	Michigan City	News-Dispatch	11,559	USA Weekend
IN	Monticello	Herald Journal	5,500	USA Weekend
IN	Muncie	Star Press	34,942	USA Weekend
IN	Munster	Times	90,637	Parade Magazine
IN	New Albany/Jeffersonville	Evening News/Tribune	13,517	Parade Magazine
IN	New Castle	Courier-Times	9,825	USA Weekend
IN	Peru	Tribune	6,427	USA Weekend
IN	Richmond	Palladium-Item	21,814	USA Weekend
IN	Seymour	Tribune	8,773	USA Weekend
IN	Shelbyville	News	8,998	USA Weekend
IN	South Bend	Tribune	97,407	Parade Magazine
IN	Terre Haute	Tribune-Star	32,315	Parade Magazine
IN	Vincennes	Sun-Commercial	11,952	USA Weekend
IN	Wabash	Plain Dealer	5,224	USA Weekend
IN	Warsaw	Times-Union	11,660	USA Weekend
KS	Arkansas City	Traveler	5,230	USA Weekend
KS	Dodge City	Globe	7,504	USA Weekend
KS	Emporia	Gazette	8,738	USA Weekend

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
KS	Garden City	Telegram	10,210	USA Weekend
KS	Hays	Daily News	13,433	USA Weekend
KS	Hutchinson	News	36,065	USA Weekend
KS	Kansas City	Kansan	3,897	USA Weekend
KS	Lawrence	Journal-World	19,296	USA Weekend
KS	Leavenworth	Times	5,812	USA Weekend
KS	Manhattan	The Manhattan Mercury	11,180	Parade Magazine
KS	Newton	Kansan	7,450	USA Weekend
KS	Pittsburg	Sun	8,286	USA Weekend
KS	Salina	Journal	30,086	USA Weekend
KS	Topeka	Capital-Journal	59,132	USA Weekend
KS	Wichita	Eagle	148,953	Parade Magazine
KS	Winfield	Courier	4,427	USA Weekend
KY	Ashland	Sunday Independent	19,033	Parade Magazine
KY	Bowling Green	News	26,299	Parade Magazine
KY	Elizabethtown	News-Enterprise	20,224	Parade Magazine
KY	Glasgow	Glasgow Daily Times	9,464	Parade Magazine
KY	Henderson	Gleaner	11,234	Parade Magazine
KY	Hopkinsville	Kentucky New Era	10,822	USA Weekend
KY	Lexington	Herald-Leader	147,208	Parade Magazine
KY	Louisville	Courier-Journal	276,032	USA Weekend
KY	Madisonville	Messenger	7,932	USA Weekend
KY	Maysville	Ledger Independent	9,038	USA Weekend
KY	Owensboro	Messenger-Inquirer	30,904	USA Weekend
KY	Paducah	Sun	27,412	USA Weekend
KY	Richmond	Register	7,025	USA Weekend
KY	Somerset	Commonwealth Journal	8,737	Parade Magazine
LA	Alexandria	Town Talk	39,585	USA Weekend
LA	Baton Rouge	Advocate	121,931	Parade Magazine
LA	Bogalusa	News	5,057	USA Weekend
LA	Crowley	Post Signal	4,363	Parade Magazine
LA	Hammond	Star	13,292	USA Weekend
LA	Houma	Daily Courier	19,850	Parade Magazine
LA	LA State Newspaper Group	Abbeville/Eunice/Vill	12,640	Parade Magazine
LA	Lafayette	Advertiser	55,673	USA Weekend
LA	Lake Charles	American Press	40,071	Parade Magazine
LA	Monroe	News-Star	39,784	USA Weekend
LA	New Iberia	Iberian	15,047	USA Weekend
LA	New Orleans	Times-Picayune	288,706	Parade Magazine
LA	Opelousas	World	10,761	USA Weekend
LA	Ruston	Leader	6,200	Parade Magazine
LA	Shreveport	Times	76,144	USA Weekend
LA	Thibodaux	Daily Comet	11,132	USA Weekend
MA	Attleboro-North Attleboro	Sun-Chronicle	19,561	USA Weekend
MA	Boston	Globe	672,882	Parade Magazine
MA	Boston	Herald	150,352	USA Weekend
MA	Brockton	Enterprise	40,169	USA Weekend
MA	Cape Cod	Sunday Cape Cod Times	50,817	Parade Magazine
MA	Fall River	Herald News	21,834	USA Weekend
MA	Fitchburg-Leominster	Sentinel-Enterprise	17,777	USA Weekend
MA	Framingham	Metro-West Daily	43,403	USA Weekend
MA	Gloucester-Newburyport-			
MA	Salem	Essex County Newspapers	54,616	USA Weekend

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
MA	Greenfield	<i>Recorder</i>	14,026	USA Weekend
MA	Lowell	<i>Sun</i>	52,378	USA Weekend
MA	New Bedford	<i>Standard-Times</i>	36,233	Parade Magazine
MA	North Adams	<i>Transcript</i>	7,341	USA Weekend
MA	North Andover	<i>Eagle-Tribune</i>	52,588	USA Weekend
MA	Northampton	<i>Daily Hampshire Gazette</i>	19,506	USA Weekend
MA	Pittsfield	<i>Eagle</i>	30,168	USA Weekend
MA	Quincy	<i>Patriot Ledger</i>	69,187	USA Weekend
MA	Springfield	<i>Sunday Republican</i>	127,233	Parade Magazine
MA	Taunton	<i>Gazette</i>	9,017	USA Weekend
MA	Worcester	<i>Sunday Telegram</i>	117,400	Parade Magazine
MD	Annapolis	<i>Capital</i>	46,475	USA Weekend
MD	Baltimore	<i>Sun</i>	430,675	Parade Magazine
MD	Cumberland	<i>Times-News</i>	31,952	Parade Magazine
MD	Easton	<i>Star-Democrat</i>	17,024	USA Weekend
MD	Frederick	<i>News-Post</i>	37,979	USA Weekend
MD	Hagerstown	<i>Herald/Mail</i>	39,629	Parade Magazine
MD	Salisbury	<i>Times</i>	30,256	USA Weekend
MD	Westminster	<i>Carroll County Times</i>	27,171	USA Weekend
ME	Augusta-Waterville	<i>Kennebec Journal-Morning Sentinel</i>	32,301	USA Weekend
ME	Bangor	<i>News</i>	70,263	USA Weekend
ME	Biddeford	<i>Journal Tribune</i>	8,770	USA Weekend
ME	Lewiston-Auburn	<i>Sun-Journal</i>	35,087	USA Weekend
ME	Portland	<i>Telegram</i>	111,347	Parade Magazine
MI	Adrian	<i>Telegram</i>	16,123	USA Weekend
MI	Alpena	<i>News</i>	10,442	USA Weekend
MI	Ann Arbor	<i>News</i>	65,456	Parade Magazine
MI	Bad Axe	<i>Huron Tribune</i>	7,444	USA Weekend
MI	Battle Creek	<i>Enquirer</i>	24,356	USA Weekend
MI	Bay City	<i>Times</i>	42,935	Parade Magazine
MI	Benton Harbor-St. Joseph	<i>Herald-Palladium</i>	24,918	USA Weekend
MI	Big Rapids-Manistee	<i>Pioneer-News Advocate</i>	10,326	USA Weekend
MI	Cadillac	<i>News</i>	11,741	USA Weekend
MI	Dearborn	<i>Press & Guide</i>	18,000	Parade Magazine
MI	Detroit	<i>News & Free Press</i>	682,798	USA Weekend
MI	Escanaba	<i>Press</i>	9,572	USA Weekend
MI	Flint	<i>Journal</i>	101,631	Parade Magazine
MI	Grand Haven	<i>Tribune</i>	9,608	USA Weekend
MI	Grand Rapids	<i>Press</i>	184,848	Parade Magazine
MI	Greenville	<i>News</i>	9,105	USA Weekend
MI	Hillsdale	<i>News</i>	7,000	USA Weekend
MI	Holland	<i>Sentinel</i>	18,613	USA Weekend
MI	Houghton	<i>Mining Gazette</i>	9,708	USA Weekend
MI	Howell	<i>Livingston County Daily Press and Argus</i>	16,656	USA Weekend
MI	Iron Mountain-Kingsford	<i>News</i>	10,066	USA Weekend
MI	Jackson	<i>Citizen Patriot</i>	38,432	Parade Magazine
MI	Kalamazoo	<i>Gazette</i>	73,674	Parade Magazine
MI	Lansing	<i>State Journal</i>	89,870	USA Weekend
MI	Lapeer	<i>The County Press</i>	13,272	Parade Magazine
MI	Marquette	<i>Mining Journal</i>	16,513	Parade Magazine
MI	Midland	<i>News</i>	18,117	USA Weekend
MI	Monroe	<i>News</i>	24,668	Parade Magazine
MI	Mount Clemens	<i>Macomb Daily</i>	67,559	Parade Magazine

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
MI	Mount Pleasant	<i>Morning Sun</i>	12,281	Parade Magazine
MI	Muskegon	<i>Chronicle</i>	49,732	Parade Magazine
MI	Owosso	<i>Argus Press</i>	10,149	USA Weekend
MI	Pontiac	<i>The Oakland Press</i>	78,020	Parade Magazine
MI	Port Huron	<i>Times-Herald</i>	30,393	USA Weekend
MI	Royal Oak	<i>Tribune</i>	14,185	Parade Magazine
MI	Saginaw	<i>News</i>	54,695	Parade Magazine
MI	Southgate	<i>News Herald</i>	54,693	Parade Magazine
MI	Traverse City	<i>Record-Eagle</i>	35,972	Parade Magazine
MN	Albert Lea	<i>Tribune</i>	7,019	Parade Magazine
MN	Austin	<i>Herald</i>	5,888	Parade Magazine
MN	Bemidji	<i>Pioneer</i>	10,735	Parade Magazine
MN	Brainerd	<i>Dispatch</i>	16,644	USA Weekend
MN	Duluth	<i>News-Tribune</i>	67,506	Parade Magazine
MN	Fairmont	<i>Sentinel</i>	7,380	USA Weekend
MN	Faribault	<i>News</i>	6,207	Parade Magazine
MN	Fergus Falls	<i>Journal</i>	7,829	USA Weekend
MN	Mankato - N. Mankato	<i>Free Press</i>	21,439	Parade Magazine
MN	Marshall	<i>Independent</i>	7,774	USA Weekend
MN	Minneapolis-St. Paul	<i>Star Tribune</i>	655,198	USA Weekend
MN	New Ulm	<i>Journal</i>	9,409	Parade Magazine
MN	Owatonna	<i>People's Press</i>	7,339	Parade Magazine
MN	Rochester	<i>Post-Bulletin</i>	46,418	USA Weekend
MN	St. Cloud	<i>Times</i>	28,079	USA Weekend
MN	St. Paul	<i>Pioneer Press</i>	247,495	Parade Magazine
MN	Stillwater	<i>Gazette</i>	3,298	USA Weekend
MN	Virginia	<i>Mesabi News</i>	11,148	USA Weekend
MN	Willmar	<i>West Central Tribune</i>	16,628	USA Weekend
MN	Winona	<i>News</i>	12,322	Parade Magazine
MO	Cape Girardeau	<i>Southern Missourian</i>	18,436	Parade Magazine
MO	Columbia	<i>Tribune</i>	18,650	USA Weekend
MO	Columbia	<i>Missourian</i>	4,805	Parade Magazine
MO	Dexter	<i>Daily Statesman</i>	3,631	Parade Magazine
MO	Hannibal	<i>Courier-Post</i>	7,705	USA Weekend
MO	Independence-Blue Springs	<i>Examiner</i>	13,998	USA Weekend
MO	Jefferson City	<i>News & Tribune</i>	23,801	Parade Magazine
MO	Joplin	<i>Globe</i>	37,203	Parade Magazine
MO	Kansas City	<i>Star</i>	383,123	Parade Magazine
MO	Kennett	<i>Daily Dunkin Democrat</i>	3,549	Parade Magazine
MO	Nevada	<i>Sunday Journal</i>	6,000	Parade Magazine
MO	Park Hills	<i>Daily Journal</i>	8,838	Parade Magazine
MO	Poplar Bluff	<i>Daily American</i>	13,162	Parade Magazine
MO	Sedalia	<i>Democrat</i>	11,667	USA Weekend
MO	Sikeston	<i>Standard Democrat</i>	6,912	Parade Magazine
MO	Springfield	<i>News-Leader</i>	87,861	USA Weekend
MO	St. Joseph	<i>News-Press</i>	37,959	Parade Magazine
MO	St. Louis	<i>Post-Dispatch</i>	445,713	Parade Magazine
MS	Biloxi	<i>Sun Herald</i>	55,845	Parade Magazine
MS	Brookhaven	<i>Leader</i>	6,810	Parade Magazine
MS	Clarksdale	<i>Press-Register</i>	4,955	USA Weekend
MS	Columbus	<i>Commercial Dispatch</i>	14,390	Parade Magazine
MS	Corinth	<i>Corinthian</i>	6,612	USA Weekend
MS	Greenville	<i>Delta Democrat-Times</i>	10,888	USA Weekend

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
MS	Greenwood	<i>Commonwealth</i>	7,724	Parade Magazine
MS	Hattiesburg	<i>American</i>	24,813	USA Weekend
MS	Jackson	<i>Clarion-Ledger</i>	107,910	USA Weekend
MS	Laurel	<i>Leader-Call</i>	7,370	Parade Magazine
MS	McComb	<i>Enterprise-Journal</i>	12,210	Parade Magazine
MS	Meridian	<i>Star</i>	17,003	Parade Magazine
MS	Natchez	<i>Democrat</i>	8,976	USA Weekend
MS	Pascagoula	<i>Mississippi Press</i>	19,673	Parade Magazine
MS	Picayune	<i>Picayune Item</i>	5,452	Parade Magazine
MS	Tupelo	<i>Northeast Mississippi Journal</i>	35,520	Parade Magazine
MS	Vicksburg	<i>Post</i>	15,250	Parade Magazine
MT	Billings	<i>Gazette</i>	52,207	Parade Magazine
MT	Bozeman	<i>Chronicle</i>	17,045	Parade Magazine
MT	Butte-Anaconda	<i>Montana Standard</i>	14,569	Parade Magazine
MT	Great Falls	<i>Tribune</i>	35,843	USA Weekend
MT	Helena	<i>Independent-Record</i>	14,484	Parade Magazine
MT	Kalispell	<i>Daily Inter Lake</i>	16,678	Parade Magazine
MT	Missoula	<i>Missoulian</i>	34,546	Parade Magazine
NC	Asheboro	<i>Courier-Tribune</i>	15,763	USA Weekend
NC	Asheville	<i>Citizen Times</i>	63,026	USA Weekend
NC	Burlington	<i>Times-News</i>	27,727	USA Weekend
NC	Charlotte	<i>Observer</i>	282,990	Parade Magazine
NC	Concord-Kannapolis	<i>Independent Tribune</i>	22,147	USA Weekend
NC	Durham	<i>Herald-Sun</i>	52,154	USA Weekend
NC	Eden	<i>News</i>	3,388	USA Weekend
NC	Elizabeth City	<i>Daily Advance</i>	10,199	Parade Magazine
NC	Fayetteville	<i>Observer-Times</i>	72,080	Parade Magazine
NC	Forest City	<i>Courier</i>	8,395	USA Weekend
NC	Gastonia	<i>Gaston Gazette</i>	34,362	USA Weekend
NC	Goldsboro	<i>News-Argus</i>	23,422	USA Weekend
NC	Greensboro	<i>News & Record</i>	112,154	Parade Magazine
NC	Greenville	<i>Reflector</i>	23,268	Parade Magazine
NC	Henderson	<i>Daily Dispatch</i>	8,679	USA Weekend
NC	Hendersonville	<i>Times-News</i>	19,205	Parade Magazine
NC	Hickory	<i>Record</i>	24,192	USA Weekend
NC	High Point	<i>Enterprise</i>	27,995	USA Weekend
NC	Jacksonville	<i>News</i>	21,928	USA Weekend
NC	Kinston	<i>Free Press</i>	12,342	USA Weekend
NC	Lenoir	<i>News-Topic</i>	8,660	USA Weekend
NC	Lexington	<i>Dispatch</i>	11,851	USA Weekend
NC	Lumberton	<i>The Robesonian</i>	14,961	Parade Magazine
NC	Monroe	<i>Enquirer-Journal</i>	9,102	USA Weekend
NC	Morganton	<i>News-Herald</i>	11,820	USA Weekend
NC	Mount Airy	<i>News</i>	11,000	USA Weekend
NC	New Bern	<i>Sun-Journal</i>	17,374	USA Weekend
NC	Raleigh	<i>News and Observer</i>	211,231	Parade Magazine
NC	Reidsville	<i>Review</i>	5,054	USA Weekend
NC	Roanoke Rapids	<i>Herald</i>	11,213	USA Weekend
NC	Rocky Mount	<i>Telegram</i>	16,768	Parade Magazine
NC	Salisbury	<i>Post</i>	23,612	USA Weekend
NC	Sampson	<i>Independent</i>	7,883	Parade Magazine
NC	Sanford	<i>Herald</i>	9,836	USA Weekend
NC	Shelby	<i>Star</i>	15,054	USA Weekend

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
NC	Statesville	<i>Record & Landmark</i>	17,816	USA Weekend
NC	Washington	<i>News</i>	9,124	USA Weekend
NC	Wilmington	<i>Star, Star-News</i>	61,565	Parade Magazine
NC	Wilson	<i>Times</i>	15,124	USA Weekend
NC	Winston-Salem	<i>Journal</i>	96,237	Parade Magazine
ND	Bismarck	<i>Tribune</i>	30,903	USA Weekend
ND	Dickinson	<i>Press</i>	7,368	Parade Magazine
ND	Fargo	<i>Forum</i>	61,271	Parade Magazine
ND	Grand Forks	<i>Herald</i>	31,522	USA Weekend
ND	Minot	<i>News</i>	21,203	Parade Magazine
NE	Beatrice	<i>Sun</i>	7,954	USA Weekend
NE	Columbus	<i>Telegram</i>	10,094	USA Weekend
NE	Fremont	<i>Tribune</i>	8,285	USA Weekend
NE	Grand Island	<i>Independent</i>	23,755	USA Weekend
NE	Kearney	<i>Hub</i>	12,768	USA Weekend
NE	Lincoln	<i>Journal Star</i>	82,346	USA Weekend
NE	Norfolk	<i>News</i>	17,259	USA Weekend
NE	North Platte	<i>Telegraph</i>	12,694	USA Weekend
NE	Omaha	<i>World-Herald</i>	240,026	Parade Magazine
NE	Scottsbluff	<i>Star-Herald</i>	16,161	Parade Magazine
NE	York	<i>York News-Times</i>	4,023	USA Weekend
NH	Concord	<i>Monitor</i>	21,893	USA Weekend
NH	Dover	<i>Foster's Democrat</i>	26,833	USA Weekend
NH	Keene	<i>Sentinel</i>	12,881	USA Weekend
NH	Lebanon-Hanover	<i>Valley News</i>	16,571	USA Weekend
NH	Manchester	<i>Sunday News</i>	77,522	Parade Magazine
NH	Nashua	<i>Telegraph</i>	33,275	USA Weekend
NH	Portsmouth	<i>Herald</i>	18,585	Parade Magazine
NJ	Atlantic City	<i>Press</i>	85,709	USA Weekend
NJ	Bergen, Passaic	<i>Record & Herald News</i>	213,289	Parade Magazine
NJ	Bridgewater	<i>Courier-News</i>	38,525	USA Weekend
NJ	Camden-Cherry Hill	<i>Courier-Post</i>	88,267	USA Weekend
NJ	East Brunswick	<i>Home News & Tribune</i>	63,572	USA Weekend
NJ	Jersey City	<i>Jersey Journal</i>	27,262	USA Weekend
NJ	Morristown-Parsippany	<i>Morris Record</i>	43,453	USA Weekend
NJ	Neptune	<i>Asbury Park Press</i>	206,182	USA Weekend
NJ	Newark	<i>Star-Ledger</i>	591,272	Parade Magazine
NJ	Newton	<i>New Jersey Herald</i>	21,265	USA Weekend
NJ	Salem	<i>Today's Sunbeam</i>	9,747	Parade Magazine
NJ	Tom's River	<i>Ocean County Observer</i>	8,395	USA Weekend
NJ	Trenton	<i>Times</i>	71,217	Parade Magazine
NJ	Trenton	<i>Trentonian</i>	32,815	USA Weekend
NJ	Willingboro	<i>Burlington County Times</i>	39,893	Parade Magazine
NJ	Woodbury	<i>Gloucester County Times</i>	26,340	Parade Magazine
NM	Alamogordo	<i>News</i>	8,103	USA Weekend
NM	Albuquerque	<i>Sunday Journal</i>	150,787	Parade Magazine
NM	Albuquerque	<i>Journal</i>	108,177	USA Weekend
NM	Carlsbad	<i>Current-Argus</i>	7,998	USA Weekend
NM	Clovis	<i>News Journal</i>	8,787	USA Weekend
NM	Farmington	<i>Times</i>	19,344	USA Weekend
NM	Gallup	<i>Independent</i>	17,969	USA Weekend
NM	Hobbs	<i>News-Sun</i>	9,539	Parade Magazine
NM	Las Cruces	<i>Sun-News</i>	24,908	USA Weekend

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
NM	Portales	<i>News-Tribune</i>	2,546	USA Weekend
NM	Roswell	<i>Record</i>	14,143	USA Weekend
NM	Santa Fe	<i>New Mexican</i>	27,133	Parade Magazine
NV	Carson City	<i>Nevada Appeal</i>	22,888	Parade Magazine
NV	Elko	<i>Daily Free Press</i>	7,034	USA Weekend
NV	Las Vegas	<i>Review-Journal & Sun</i>	220,723	Parade Magazine
NV	Las Vegas	<i>Review-Journal</i>	220,723	USA Weekend
NV	Reno	<i>Gazette-Journal</i>	79,392	USA Weekend
NV	Sparks	<i>Tribune</i>	6,500	Parade Magazine
NY	Albany	<i>Times Union</i>	139,915	Parade Magazine
NY	Auburn	<i>Citizen</i>	13,882	Parade Magazine
NY	Batavia	<i>Daily News</i>	13,310	USA Weekend
NY	Binghamton	<i>Press & Sun-Bulletin</i>	67,217	USA Weekend
NY	Buffalo	<i>News</i>	277,921	Parade Magazine
NY	Canandaigua	<i>Messenger</i>	13,298	Parade Magazine
NY	Catskill	<i>Daily Mail</i>	2,650	USA Weekend
NY	Corning	<i>Leader</i>	11,897	Parade Magazine
NY	Dunkirk-Fredonia	<i>Observer</i>	10,304	USA Weekend
NY	Elmira	<i>Star-Gazette</i>	37,947	USA Weekend
NY	Geneva	<i>Finger Lakes Times</i>	18,972	Parade Magazine
NY	Glens Falls	<i>Post-Star</i>	35,758	USA Weekend
NY	Gloversville	<i>Leader-Herald</i>	11,433	Parade Magazine
NY	Hornell	<i>Tribune</i>	9,810	Parade Magazine
NY	Hudson	<i>Register Star</i>	5,230	USA Weekend
NY	Ithaca	<i>Journal</i>	21,135	USA Weekend
NY	Jamestown	<i>Post-Journal</i>	19,517	USA Weekend
NY	Kingston	<i>Freeman</i>	21,088	USA Weekend
NY	Long Island	<i>Newsday</i>	505,000	USA Weekend
NY	Medina	<i>Journal-Register</i>	3,276	USA Weekend
NY	Middletown	<i>Record</i>	90,189	Parade Magazine
NY	New York	<i>Post</i>	427,039	Parade Magazine
NY	New York City	<i>Daily News</i>	835,121	USA Weekend
NY	Niagara Falls	<i>Niagra Sunday</i>	38,903	USA Weekend
NY	Ogdensburg	<i>Advance News</i>	9,956	Parade Magazine
NY	Olean	<i>Times Herald</i>	15,603	USA Weekend
NY	Oneida	<i>Dispatch</i>	6,755	USA Weekend
NY	Oneonta	<i>Daily Star</i>	16,489	Parade Magazine
NY	Oswego	<i>Palladium-Times</i>	5,700	USA Weekend
NY	Plattsburgh	<i>Press-Republican</i>	20,711	Parade Magazine
NY	Poughkeepsie	<i>Journal</i>	48,130	USA Weekend
NY	Rochester	<i>Democrat & Chronicle</i>	223,718	USA Weekend
NY	Saranac Lake	<i>Adirondack Enterprise</i>	3,731	USA Weekend
NY	Saratoga Springs	<i>Saratogian</i>	10,537	USA Weekend
NY	Schenectady	<i>Gazette Newspapers</i>	49,801	USA Weekend
NY	Staten Island	<i>Staten Island Advance</i>	77,751	Parade Magazine
NY	Syracuse	<i>Post-Standard</i>	171,967	Parade Magazine
NY	Troy	<i>Record</i>	18,056	USA Weekend
NY	Utica	<i>Observer-Dispatch</i>	49,489	USA Weekend
NY	Watertown	<i>Times</i>	33,573	USA Weekend
NY	White Plains	<i>Journal News</i>	156,566	USA Weekend
OH	Akron	<i>Beacon Journal</i>	184,825	Parade Magazine
OH	Ashtabula	<i>Star Beacon</i>	19,356	USA Weekend
OH	Athens	<i>Messenger</i>	11,752	USA Weekend

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
OH	Beavercreek	<i>News Current</i>	2,805	USA Weekend
OH	Belmont	<i>County Times Leader</i>	19,242	USA Weekend
OH	Bowling Green	<i>Sentinel-Tribune</i>	11,510	USA Weekend
OH	Bryan	<i>Times</i>	11,336	USA Weekend
OH	Bucyrus	<i>Telegraph-Forum</i>	7,277	USA Weekend
OH	Cambridge	<i>Jeffersonian</i>	13,281	Parade Magazine
OH	Canton	<i>Repository</i>	86,357	Parade Magazine
OH	Chillicothe	<i>Gazette</i>	15,415	USA Weekend
OH	Cincinnati	<i>Enquirer</i>	296,989	USA Weekend
OH	Circleville	<i>Herald</i>	6,324	USA Weekend
OH	Cleveland	<i>Plain Dealer</i>	463,482	Parade Magazine
OH	Columbus	<i>Dispatch</i>	357,839	USA Weekend
OH	Coshocton	<i>Tribune</i>	7,091	USA Weekend
OH	Dayton	<i>Daily News</i>	180,944	Parade Magazine
OH	Defiance	<i>Crescent News</i>	18,982	USA Weekend
OH	East Liverpool	<i>Review</i>	9,054	Parade Magazine
OH	Elyria	<i>Chronicle-Telegram</i>	24,412	Parade Magazine
OH	Fairborn	<i>Daily Herald</i>	2,871	USA Weekend
OH	Findlay	<i>Courier</i>	22,219	USA Weekend
OH	Fostoria	<i>Review Times</i>	3,902	USA Weekend
OH	Fremont	<i>News-Messenger</i>	13,384	USA Weekend
OH	Gallipolis-Point Pleasant	<i>Gallipolis (OH) Times-Sentinel Sunday</i>	9,527	USA Weekend
OH	Gallipolis-Point Pleasant	<i>Point Pleasant (WV) Register</i>	3,961	USA Weekend
OH	Greenville	<i>Advocate</i>	6,387	USA Weekend
OH	Hamilton	<i>Journal-News</i>	23,999	Parade Magazine
OH	Hillsboro	<i>Times-Gazette</i>	4,350	USA Weekend
OH	Ironton	<i>Ironton Tribune</i>	6,163	Parade Magazine
OH	Lake County	<i>News-Herald</i>	52,993	USA Weekend
OH	Lancaster	<i>Eagle-Gazette</i>	14,303	USA Weekend
OH	Lima	<i>News</i>	41,341	USA Weekend
OH	Lisbon	<i>Morning Journal</i>	11,810	USA Weekend
OH	Logan	<i>Daily News</i>	4,243	USA Weekend
OH	Lorain	<i>Journal</i>	31,783	USA Weekend
OH	Mansfield	<i>News Journal</i>	30,844	USA Weekend
OH	Marietta	<i>Times</i>	11,940	USA Weekend
OH	Marion	<i>Star</i>	13,539	USA Weekend
OH	Medina	<i>Gazette</i>	14,614	USA Weekend
OH	Middletown	<i>Journal</i>	21,170	Parade Magazine
OH	New Philadelphia	<i>Times Reporter</i>	23,361	Parade Magazine
OH	Newark	<i>Advocate</i>	22,201	USA Weekend
OH	Norwalk	<i>Reflector</i>	9,030	USA Weekend
OH	Piqua	<i>Call</i>	6,344	USA Weekend
OH	Port Clinton	<i>News Herald</i>	5,484	USA Weekend
OH	Portage County-Kent	<i>Record Courier</i>	18,665	USA Weekend
OH	Portsmouth	<i>Daily Times</i>	13,178	Parade Magazine
OH	Salem	<i>News</i>	6,251	Parade Magazine
OH	Sandusky	<i>Register</i>	22,807	USA Weekend
OH	Sidney	<i>Daily News</i>	13,141	USA Weekend
OH	Springfield	<i>Springfield News Sun</i>	34,632	Parade Magazine
OH	Steubenville	<i>Herald-Star</i>	24,491	USA Weekend
OH	Tiffin	<i>Advertiser-Tribune</i>	11,008	USA Weekend
OH	Toledo	<i>Blade</i>	176,823	Parade Magazine
OH	Troy	<i>Miami Valley Sunday News</i>	10,568	USA Weekend

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
OH	Urbana	<i>Daily Citizen</i>	6,108	USA Weekend
OH	Van Wert	<i>Times Bulletin</i>	4,674	USA Weekend
OH	Warren	<i>Tribune Chronicle</i>	36,803	USA Weekend
OH	Washington Courthouse	<i>Record-Herald</i>	5,852	USA Weekend
OH	Wilmington	<i>News-Journal</i>	6,755	USA Weekend
OH	Wooster	<i>Record</i>	23,724	USA Weekend
OH	Xenia	<i>Gazette</i>	5,856	USA Weekend
OH	Youngstown	<i>Vindicator</i>	92,643	Parade Magazine
OH	Zanesville	<i>Times Recorder</i>	19,904	USA Weekend
OK	Ardmore	<i>Armoredite</i>	12,001	USA Weekend
OK	Bartlesville	<i>Examiner Enterprise</i>	12,149	USA Weekend
OK	Enid	<i>News & Eagle</i>	18,247	USA Weekend
OK	Lawton	<i>Constitution</i>	24,766	USA Weekend
OK	McAlester	<i>News-Capital & Democrat</i>	10,285	USA Weekend
OK	Muskogee	<i>Phoenix & Times-Democrat</i>	17,517	USA Weekend
OK	Norman	<i>Transcript</i>	16,642	USA Weekend
OK	Oklahoma City	<i>Oklahoman</i>	294,686	Parade Magazine
OK	Shawnee	<i>News-Star</i>	10,349	USA Weekend
OK	Stillwater	<i>News Press</i>	9,505	USA Weekend
OK	Tulsa	<i>World</i>	187,109	USA Weekend
OR	Albany/Corvallis	<i>Democrat-Herald/Gazette-Times</i>	30,443	USA Weekend
OR	Bend	<i>Bulletin</i>	28,871	Parade Magazine
OR	Coos Bay-North Bend	<i>World</i>	14,250	USA Weekend
OR	Eugene	<i>Register-Guard</i>	75,369	Parade Magazine
OR	Klamath Falls	<i>Herald & News</i>	17,067	Parade Magazine
OR	Medford	<i>Mail Tribune</i>	32,945	Parade Magazine
OR	Ontario	<i>Argus Observer</i>	7,374	Parade Magazine
OR	Pendleton	<i>East Oregonian</i>	10,264	Parade Magazine
OR	Portland	<i>Oregonian</i>	398,694	Parade Magazine
OR	Roseburg	<i>News-Review</i>	19,913	Parade Magazine
OR	Salem	<i>Statesman-Journal</i>	60,493	USA Weekend
PA	Allentown	<i>Morning Call</i>	159,383	Parade Magazine
PA	Altoona	<i>Mirror</i>	38,940	USA Weekend
PA	Beaver-Rochester	<i>Beaver County Times</i>	50,582	USA Weekend
PA	Bloomsburg-Berwick	<i>Press-Enterprise</i>	21,301	USA Weekend
PA	Bradford	<i>Era</i>	10,607	USA Weekend
PA	Butler	<i>Eagle</i>	30,134	USA Weekend
PA	Carlisle	<i>Sentinel</i>	14,881	USA Weekend
PA	Chambersburg	<i>Public Opinion</i>	22,728	USA Weekend
PA	Clearfield	<i>Progress</i>	12,045	USA Weekend
PA	Delaware County	<i>Times</i>	41,141	USA Weekend
PA	Doylestown	<i>The Intelligencer Record</i>	49,197	Parade Magazine
PA	DuBois	<i>Tri-County Sunday</i>	15,298	Parade Magazine
PA	Easton	<i>Express-Times</i>	48,708	USA Weekend
PA	Erie	<i>Times-News</i>	85,399	Parade Magazine
PA	Greensburg	<i>Tribune Review</i>	163,215	USA Weekend
PA	Hanover	<i>Evening Sun</i>	21,229	USA Weekend
PA	Harrisburg	<i>Patriot-News</i>	151,583	Parade Magazine
PA	Hazleton	<i>Standard-Speaker</i>	20,784	USA Weekend
PA	Indiana	<i>Gazette</i>	14,896	USA Weekend
PA	Johnstown	<i>Tribune-Democrat</i>	44,755	Parade Magazine
PA	Lancaster	<i>Sunday News</i>	101,269	Parade Magazine
PA	Lebanon	<i>News</i>	20,313	USA Weekend

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
PA	Lehighton	<i>Times News</i>	14,418	USA Weekend
PA	Levittown	<i>Bucks County Courier Times</i>	67,453	Parade Magazine
PA	Lewistown	<i>Sentinel</i>	13,737	USA Weekend
PA	Lockhaven	<i>Express</i>	9,129	USA Weekend
PA	McKeesport-Duquesne-			
PA	Clariton	<i>News</i>	21,929	USA Weekend
PA	Meadville	<i>Tribune</i>	13,977	USA Weekend
PA	New Castle	<i>News</i>	17,388	USA Weekend
PA	New Kensington	<i>Valley News Dispatch</i>	29,779	USA Weekend
PA	Norristown	<i>Reporter</i>	12,684	USA Weekend
PA	Norristown	<i>Times-Herald</i>	14,304	USA Weekend
PA	Philadelphia	<i>Inquirer</i>	744,242	Parade Magazine
PA	Phoenixville	<i>Phoenix</i>	3,626	USA Weekend
PA	Pittsburgh	<i>Post Gazette</i>	401,380	Parade Magazine
PA	Pottstown	<i>Mercury</i>	25,662	USA Weekend
PA	Pottsville	<i>Republican & Herald</i>	41,976	USA Weekend
PA	Reading	<i>Eagle</i>	88,375	Parade Magazine
PA	Scranton	<i>Times</i>	71,718	Parade Magazine
PA	Sharon	<i>The Herald</i>	20,879	Parade Magazine
PA	Somerset	<i>American</i>	14,207	USA Weekend
PA	State College- Bellefonte	<i>Centre Daily Times</i>	33,999	Parade Magazine
PA	Stroudsburg	<i>Pocono Record</i>	25,577	Parade Magazine
PA	Sunbury	<i>Item</i>	26,242	Parade Magazine
PA	Towanda	<i>Review</i>	9,710	Parade Magazine
PA	Uniontown	<i>Herald-Standard</i>	28,488	Parade Magazine
PA	Warren	<i>Times Observer</i>	10,976	USA Weekend
PA	Washington	<i>Observer-Reporter</i>	35,896	USA Weekend
PA	West Chester	<i>Local News</i>	28,820	USA Weekend
PA	Wilkes-Barre	<i>Times Leader</i>	58,459	Parade Magazine
PA	Wilkes-Barre	<i>Citizens' Voice</i>	30,088	USA Weekend
PA	Williamsport	<i>Sun-Gazette</i>	33,666	Parade Magazine
PA	York	<i>Record</i>	90,714	USA Weekend
RI	Newport	<i>News</i>	12,139	USA Weekend
RI	Pawtucket-Central Falls	<i>Times</i>	10,006	USA Weekend
RI	Providence	<i>Journal</i>	231,117	Parade Magazine
RI	West Warwick	<i>Kent County Times</i>	3,675	USA Weekend
RI	Westerly	<i>Sun</i>	9,603	USA Weekend
RI	Woonsocket	<i>Call</i>	16,681	USA Weekend
SC	Aiken	<i>Standard</i>	15,761	USA Weekend
SC	Anderson	<i>Independent-Mail</i>	41,944	Parade Magazine
SC	Beaufort	<i>Gazette</i>	11,435	Parade Magazine
SC	Bluffton	<i>Today</i>	16,332	USA Weekend
SC	Charleston	<i>Post, Courier</i>	110,411	Parade Magazine
SC	Columbia	<i>State</i>	148,610	Parade Magazine
SC	Florence	<i>News</i>	36,380	USA Weekend
SC	Greenville	<i>News</i>	115,625	USA Weekend
SC	Greenwood	<i>Index-Journal</i>	15,378	Parade Magazine
SC	Hilton Head Island	<i>Island Packet</i>	20,361	Parade Magazine
SC	Myrtle Beach	<i>Sun News</i>	61,655	Parade Magazine
SC	Orangeburg	<i>Times & Democrat</i>	17,182	USA Weekend
SC	Rock Hill	<i>Herald</i>	32,830	USA Weekend
SC	Spartanburg	<i>Herald-Journal</i>	56,666	Parade Magazine
SC	Sumter	<i>Item</i>	20,665	Parade Magazine

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
SD	Aberdeen	<i>American News</i>	16,511	USA Weekend
SD	Huron	<i>Plainsman</i>	6,912	Parade Magazine
SD	Rapid City	<i>Journal</i>	34,076	Parade Magazine
SD	Sioux Falls	<i>Argus Leader</i>	76,765	USA Weekend
SD	Watertown	<i>Public Opinion</i>	12,900	USA Weekend
SD	Yankton	<i>Press & Dakotan</i>	7,844	USA Weekend
TN	Athens	<i>Post-Athenian</i>	11,665	USA Weekend
TN	Chattanooga	<i>Free Press Times</i>	100,515	Parade Magazine
TN	Clarksville	<i>Leaf-Chronicle</i>	27,125	USA Weekend
TN	Cleveland	<i>Banner</i>	15,900	USA Weekend
TN	Columbia	<i>Herald</i>	12,783	USA Weekend
TN	Cookeville	<i>Herald-Citizen</i>	13,691	Parade Magazine
TN	Dyersburg	<i>Gazette</i>	5,917	Parade Magazine
TN	Jackson	<i>Sun</i>	40,463	USA Weekend
TN	Johnson City	<i>Johnson City Press</i>	33,635	Parade Magazine
TN	Kingsport	<i>Times-News</i>	42,887	USA Weekend
TN	Knoxville	<i>News-Sentinel</i>	153,779	Parade Magazine
TN	Lebanon	<i>Democrat</i>	7,779	USA Weekend
TN	Maryville-Alcoa	<i>Times</i>	21,309	USA Weekend
TN	Memphis	<i>Commercial Appeal</i>	228,761	Parade Magazine
TN	Morristown	<i>Citizen Tribune</i>	24,191	Parade Magazine
TN	Murfreesboro	<i>News Journal</i>	18,309	USA Weekend
TN	Nashville	<i>Tennessean</i>	234,957	USA Weekend
TN	Newport	<i>Plain Talk</i>	6,904	Parade Magazine
TN	Oak Ridge	<i>Oak Ridger</i>	8,332	USA Weekend
TN	Sevierville	<i>Mountain Press</i>	8,218	USA Weekend
TN	Shelbyville	<i>Times-Gazette</i>	7,311	Parade Magazine
TN	Tullahoma	<i>Sunday News</i>	10,400	Parade Magazine
TX	Abilene	<i>Reporter-News</i>	41,392	Parade Magazine
TX	Amarillo	<i>Globe-News</i>	61,971	USA Weekend
TX	Austin	<i>American-Statesman</i>	230,229	Parade Magazine
TX	Baytown	<i>Sun</i>	9,056	USA Weekend
TX	Beaumont	<i>Enterprise</i>	59,899	Parade Magazine
TX	Brownsville-Harlingen	<i>Brownsville Herald</i>	18,376	Parade Magazine
TX	Brownwood	<i>Bulletin</i>	6,823	Parade Magazine
TX	Bryan-College Station	<i>Eagle</i>	25,918	USA Weekend
TX	Clute	<i>Brazosport Facts</i>	17,462	USA Weekend
TX	Conroe	<i>Courier</i>	12,030	USA Weekend
TX	Corpus Christi	<i>Caller-Times</i>	74,139	Parade Magazine
TX	Corsicana	<i>Sun</i>	7,300	USA Weekend
TX	Dallas	<i>Morning News</i>	655,809	Parade Magazine
TX	Del Rio	<i>News-Herald</i>	5,065	Parade Magazine
TX	Denton	<i>Record-Chronicle</i>	18,115	USA Weekend
TX	El Paso	<i>El Diario</i>	7,950	Parade Magazine
TX	El Paso	<i>Times</i>	87,163	USA Weekend
TX	Fort Worth	<i>Fort Worth Star-Telegram</i>	333,933	Parade Magazine
TX	Galveston	<i>County News</i>	27,731	USA Weekend
TX	Greenville	<i>Herald-Banner</i>	8,917	USA Weekend
TX	Harlingen	<i>Valley Morning Star</i>	26,922	Parade Magazine
TX	Houston	<i>Chronicle</i>	720,711	Parade Magazine
TX	Kerrville	<i>Times</i>	10,845	Parade Magazine
TX	Killeen	<i>Herald</i>	24,915	USA Weekend
TX	Laredo	<i>Times</i>	23,761	USA Weekend

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
TX	Longview	<i>News-Journal</i>	35,835	Parade Magazine
TX	Lubbock	<i>Avalanche-Journal</i>	62,740	USA Weekend
TX	Lufkin	<i>News</i>	16,156	Parade Magazine
TX	Marshall	<i>News Messenger</i>	7,342	Parade Magazine
TX	McAllen	<i>Monitor</i>	55,181	USA Weekend
TX	McKinney	<i>Courier-Gazette</i>	5,704	USA Weekend
TX	Midland	<i>Reporter-Telegram</i>	23,521	USA Weekend
TX	Nacogdoches	<i>Daily Sentinel</i>	9,770	Parade Magazine
TX	Odessa	<i>American</i>	27,257	Parade Magazine
TX	Orange	<i>Leader</i>	6,060	USA Weekend
TX	Paris	<i>News</i>	11,322	Parade Magazine
TX	Plain View	<i>Daily Herald</i>	6,373	Parade Magazine
TX	Plano	<i>Star Courier</i>	2,827	USA Weekend
TX	Port Arthur	<i>News</i>	14,395	USA Weekend
TX	San Angelo	<i>Standard-Times</i>	30,878	Parade Magazine
TX	San Antonio	<i>Express-News</i>	352,974	Parade Magazine
TX	Sherman-Denison	<i>Herald Democrat</i>	25,175	USA Weekend
TX	Temple	<i>Daily Telegram</i>	23,353	Parade Magazine
TX	Texarkana	<i>Gazette</i>	33,125	USA Weekend
TX	Tyler	<i>Courier-Times--Telegraph</i>	46,736	Parade Magazine
TX	Victoria	<i>Advocate</i>	36,592	Parade Magazine
TX	Waco	<i>Tribune-Herald</i>	47,938	Parade Magazine
TX	Wichita Falls	<i>Times Record News</i>	35,890	Parade Magazine
UT	Logan	<i>Herald Journal</i>	15,377	Parade Magazine
UT	Ogden	<i>Standard-Examiner</i>	61,474	USA Weekend
UT	Provo	<i>Herald</i>	35,163	USA Weekend
UT	Salt Lake City	<i>Tribune & Deseret News</i>	226,058	Parade Magazine
UT	St. George	<i>Spectrum</i>	24,461	USA Weekend
VA	Bristol	<i>Herald Courier</i>	41,693	USA Weekend
VA	Charlottesville	<i>Progress</i>	33,460	USA Weekend
VA	Culpepper	<i>Star-Exponent</i>	6,237	USA Weekend
VA	Danville	<i>Register & Bee</i>	24,165	USA Weekend
VA	Fredericksburg	<i>Free Lance-Star</i>	52,634	USA Weekend
VA	Harrisonburg	<i>News Record</i>	32,790	USA Weekend
VA	Lynchburgh	<i>News & Advance</i>	42,273	USA Weekend
VA	Martinsville	<i>Bulletin</i>	19,413	Parade Magazine
VA	Newport News- Hampton	<i>News/Daily Press</i>	112,472	Parade Magazine
VA	Norfolk	<i>Virginian-Pilot</i>	232,256	Parade Magazine
VA	Petersburg	<i>Progress-Index</i>	14,492	Parade Magazine
VA	Richmond	<i>Times-Dispatch</i>	226,134	Parade Magazine
VA	Roanoke	<i>Times</i>	106,789	Parade Magazine
VA	Staunton	<i>News Leader</i>	21,190	USA Weekend
VA	Strasburg	<i>Northern Virginia Daily</i>	15,942	USA Weekend
VA	Suffolk	<i>News-Herald</i>	3,887	USA Weekend
VA	Waynesboro	<i>News-Virginian</i>	7,134	USA Weekend
VA	Winchester	<i>Star</i>	25,768	USA Weekend
VA	Woodbridge-Manassas	<i>Potomac News & Journal Messenger</i>	21,922	USA Weekend
VT	Bennington	<i>Banner</i>	7,613	USA Weekend
VT	Brattleboro	<i>Reformer</i>	10,642	USA Weekend
VT	Burlington	<i>Free Press</i>	55,119	USA Weekend
VT	Rutland	<i>Herald</i>	31,217	Parade Magazine
WA	Aberdeen	<i>World</i>	14,086	USA Weekend
WA	Bellingham	<i>Herald</i>	30,877	USA Weekend

Newspapers in Parade and USA Weekend Networks

Exhibit 3

State	City	Newspaper	Circulation	Sunday Magazine
WA	Bremerton	<i>Sun</i>	33,663	USA Weekend
WA	Centralia-Chehalis	<i>Chronicle</i>	14,183	USA Weekend
WA	Ellensburg	<i>Record</i>	5,735	USA Weekend
WA	Everett	<i>Herald</i>	55,988	USA Weekend
WA	Kent	<i>King County Journal</i>	41,919	USA Weekend
WA	Longview	<i>Daily News</i>	21,265	Parade Magazine
WA	Moses Lake	<i>Herald</i>	8,537	USA Weekend
WA	Mt. Vernon	<i>Skagit Valley Herald</i>	17,836	USA Weekend
WA	Olympia	<i>Olympian</i>	41,677	USA Weekend
WA	Pasco	<i>Tri-City Herald</i>	45,377	Parade Magazine
WA	Port Angeles	<i>Peninsula News</i>	18,454	USA Weekend
WA	Seattle	<i>Times/Post-Intelligencer</i>	457,010	Parade Magazine
WA	Spokane	<i>Spokesman-Review</i>	124,893	Parade Magazine
WA	Tacoma	<i>News Tribune</i>	143,937	USA Weekend
WA	Vancouver	<i>Columbian</i>	58,756	USA Weekend
WA	Walla Walla	<i>Union Bulletin</i>	15,701	USA Weekend
WA	Wenatchee	<i>World</i>	26,205	USA Weekend
WA	Yakima	<i>Herald-Republic</i>	40,223	Parade Magazine
WI	Appleton-Neenah	<i>Post-Crescent</i>	68,795	USA Weekend
WI	Beaver Dam	<i>Citizen</i>	11,733	USA Weekend
WI	Beloit	<i>Daily News</i>	13,737	USA Weekend
WI	Chippewa	<i>Valley Newspapers</i>	11,329	Parade Magazine
WI	Eau Claire	<i>Leader-Telegram</i>	31,302	USA Weekend
WI	Fond du Lac	<i>Reporter</i>	18,787	USA Weekend
WI	Green Bay	<i>Press-Gazette</i>	82,379	USA Weekend
WI	Janesville	<i>Gazette</i>	25,345	USA Weekend
WI	Kenosha	<i>News</i>	29,647	Parade Magazine
WI	La Crosse	<i>Tribune</i>	40,609	Parade Magazine
WI	Madison	<i>Wisconsin State Journal</i>	148,292	Parade Magazine
WI	Manitowic-Two Rivers	<i>Herald Times Reporter</i>	16,505	USA Weekend
WI	Marshfield-Stevens Point-			
WI	Wisconsin Rapids	<i>Central WI Sunday</i>	20,521	USA Weekend
WI	Milwaukee	<i>Journal Sentinel</i>	418,949	USA Weekend
WI	Monroe	<i>Times</i>	4,955	USA Weekend
WI	Oshkosh	<i>Northwestern</i>	25,154	USA Weekend
WI	Racine	<i>Journal Times</i>	30,479	Parade Magazine
WI	Rhineland	<i>Daily News</i>	4,491	Parade Magazine
WI	Sheboygan	<i>Press</i>	24,875	USA Weekend
WI	Superior	<i>Telegram</i>	8,684	USA Weekend
WI	Watertown	<i>Times</i>	9,270	USA Weekend
WI	Waukesha	<i>Freeman</i>	14,107	USA Weekend
WI	Wausau-Merill	<i>Herald</i>	26,762	USA Weekend
WI	West Bend	<i>News</i>	10,019	USA Weekend
WV	Beckley	<i>Register</i>	29,341	Parade Magazine
WV	Bluefield	<i>Daily Telegraph</i>	19,710	Parade Magazine
WV	Charleston	<i>Gazette Mail</i>	82,424	Parade Magazine
WV	Charleston	<i>Gazette</i>	75,551	USA Weekend
WV	Clarksburg	<i>Exponent Telegram</i>	20,446	Parade Magazine
WV	Elkins	<i>Inter-Mountain</i>	11,797	USA Weekend
WV	Fairmont	<i>Times West Virginian</i>	12,422	Parade Magazine
WV	Huntington	<i>Herald-Dispatch</i>	35,552	USA Weekend
WV	Logan	<i>Banner</i>	8,646	Parade Magazine
WV	Martinsburg	<i>Journal</i>	21,436	Parade Magazine

Newspapers in Parade and USA Weekend Networks**Exhibit 3**

State	City	Newspaper	Circulation	Sunday Magazine
WV	Morgantown	<i>The Dominion Post</i>	24,547	Parade Magazine
WV	Parkersburg	<i>News, Sentinel</i>	31,578	Parade Magazine
WV	Wheeling	<i>Intelligencer/News Register</i>	38,331	Parade Magazine
WV	Williamson	<i>News</i>	8,200	Parade Magazine
WY	Casper	<i>Star-Tribune</i>	33,639	Parade Magazine
WY	Laramie	<i>Boomerang</i>	5,217	USA Weekend

EXHIBIT 4

EXHIBIT 4

PUBLICATION (ISSUE DATE)	August							September							October							November						
	7	14	21	28	4	11	18	25	2	9	16	23	30	6	13	20	27											
Web Site																												
TPP Direct Mail(Approximate Dates)																												
Newspaper Supplements																												
Parade																												
USA Weekend																												
Consumer Magazines																												
Jet (9/18)																												
National Geographic (September)																												
People(9/18, 10/2)																												
Reader's Digest(September)																												
Selecciones(September)																												
Trade Publications																												
HR Magazine (September)																												
National Underwriter Life & Health Edition																												

The solid colored boxes represent the on-sale/mail date for each publication.

The shaded boxes represent the shelf-life period for each publication.

EXHIBIT 6

List of Third-Party Organizations Exhibit 6

Category	Organization	Website	Newsletter
Anti-Psychotic	Mental Health Matters	www.mental-health-matters.com	<i>A Mood Journal</i>
Arthritis	Arthritis Foundation	www.arthritis.org	<i>Arthritis Today</i>
Arthritis	Arthritis Insight	www.arthritisinsight.com	<i>Arthritis Insight</i>
Asthma	American Lung Association	www.lungusa.com	<i>Ashtma Magazine</i>
Asthma	Asthma and Allergy Foundation of America	www.aafa.org	<i>FreshAIR</i>
Cancer	Association of Community Cancer Centers	www.accc-cancer.org	<i>Oncology Issues</i>
Cancer	Breast Cancer Action	www.bccaction.org	<i>BC Action Newsletter</i>
Cancer	National Breast Cancer Coalition	www.natlbcc.org	<i>Call To Action</i>
Cancer	People Against Cancer	www.peopleagainstcancer.com	<i>Options</i>
Headache	American Council for Headache Education	www.achenet.org	<i>Ache Newsletter</i>
Headache	National Headache Foundation	www.headaches.org	<i>NHF Headlines</i>
Heart	American Heart Association	www.americanheart.org	<i>Stroke Connection</i>
Herpes	Herpes.ORG	www.herpes.org	<i>Herpes Newsletter</i>
Herpes	HOPE (Herpes outreach patient information)	www.healthandhope.com	<i>Hope Newsletter</i>
HIV/ AIDS	AIDS Action	www.aidsaction.org	<i>Advocacy Briefs</i>
HIV/ AIDS	AIDS Memorial Quilt	www.aidsquilt.org	<i>eQuilt</i>
HIV/ AIDS	AIDS.org	www.aids.org	<i>AIDS Treatment News</i>
HIV/ AIDS	International AIDS Society	www.aidsonline.com	<i>AIDS</i>
Hypertension/Heart	American Heart Association	www.americanheart.org	<i>Hypertension</i>
Psychotropic	Schizophrenia.com	www.schizophrenia.com	<i>Schizophrenia Update</i>
Smoking	The American Lung Association	www.lungusa.com	<i>Weekly Breather</i>